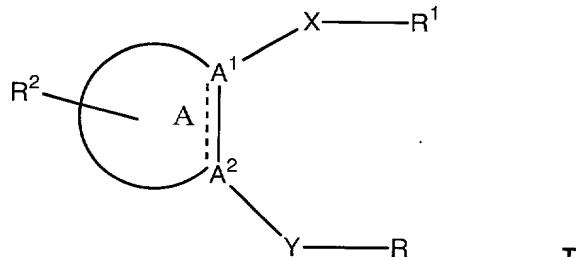


WHAT IS CLAIMED IS:

## 1. A compound of formula I

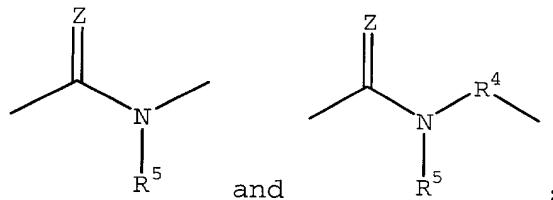
5



wherein each of  $A^1$  and  $A^2$  is independently C, or N;  
 wherein ring A is selected from

10      a) 5- or 6-membered partially saturated heterocyclyl,  
       b) 5- or 6-membered heteroaryl,  
       c) 9- or 10-membered fused partially saturated  
           heterocyclyl,  
       d) 9-, 10- or 11-membered fused heteroaryl;  
       e) naphthyl, and  
 15      f) 4-, 5- or 6- membered cycloalkenyl;

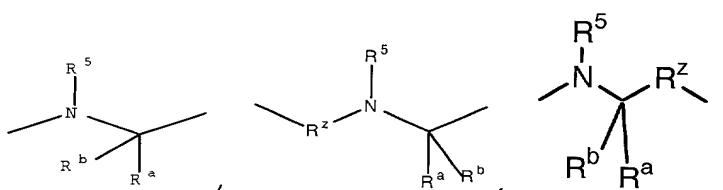
wherein X is selected from

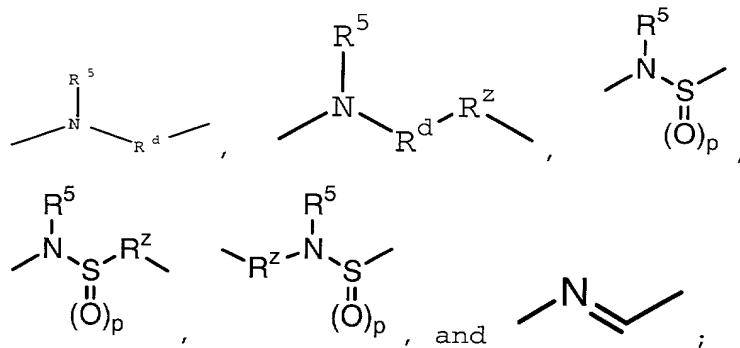


wherein Z is oxygen or sulfur;

wherein Y is selected from

20





wherein p is 0 to 2,

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,

5 cyano, -NHR<sup>6</sup> and C<sub>1-4</sub>-alkyl substituted with R<sup>2</sup>, or wherein R<sup>a</sup> and R<sup>b</sup> together form C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

wherein R<sup>z</sup> is selected from C<sub>1</sub>-C<sub>4</sub> alkylene, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-;

10 wherein R<sup>d</sup> is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-15 membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally

20 substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R<sup>1</sup> is selected from

a) substituted or unsubstituted 6-10 membered aryl,

25 b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted  $R^1$  is substituted with one or more  
substituents independently selected from halo,  $-OR^3$ ,  
5  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4)$   
alkylenyl $R^{14}$ ),  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-$   
 $NR^3C(O)R^3$ , optionally substituted cycloalkyl,  
optionally substituted 5-6 membered heterocyclyl,  
optionally substituted phenyl, lower alkyl  
10 substituted with  $R^2$ , cyano, nitro, lower alkenyl and  
lower alkynyl;

wherein  $R^2$  is one or more substituents independently selected  
from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-COR^3$ ,  $-CONR^3R^3$ ,  $-$   
15  $NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl,  
optionally substituted phenylalkylenyl, optionally  
substituted 5-6 membered heterocyclyl, optionally  
substituted heteroarylalkylenyl, optionally substituted  
phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower  
carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower  
20 aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;  
wherein  $R^3$  is independently selected from H, lower alkyl,  
phenyl, 5-6 membered heterocyclyl,  $C_3-C_6$  cycloalkyl, and  
lower haloalkyl;

wherein  $R^4$  is independently selected from  $C_2-C_4$  alkylenyl,  
25  $C_2-C_4$  alkenylenyl and  $C_2-C_4$  alkynylenyl, where one of the  
 $CH_2$  groups may be substituted with an oxygen atom or an -  
 $NH-$ ;

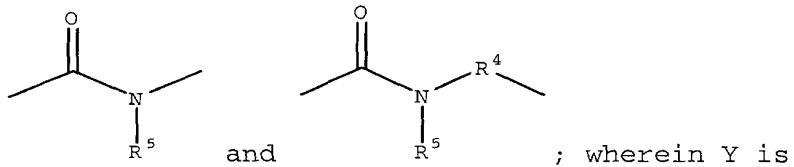
wherein  $R^5$  is selected from H, lower alkyl, phenyl and lower  
aralkyl; and

30 wherein  $R^6$  is selected from H or  $C_{1-6}$ -alkyl;  
wherein  $R^{14}$  is selected from H, phenyl, 5-6 membered  
heterocyclyl and  $C_3-C_6$  cycloalkyl;  
and pharmaceutically acceptable salts thereof;

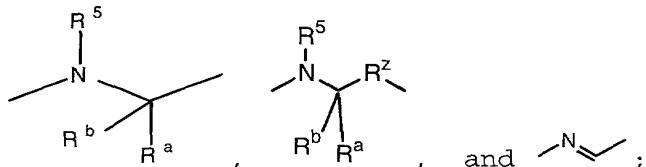
provided A is not naphthyl when X is  $-C(O)NH-$  and when  $R^1$  is phenyl when Y is  $-NHCH_2-$  and when R is 4-pyridyl; further provided A is not pyridyl when X is  $-C(O)NH-$  and when Y is  $-NHCH_2-$  and when R is 4-pyridylpiperidin-4-yl, 1-  
 5      tertbutylpiperidin-4-yl, 1-isopropylpiperidin-4-yl or 1-cycloalkylpiperidin-4-yl; further provided A is not pyridyl when X is  $-C(O)NH-$  and when  $R^1$  is 4-[3-(3-pyridyl)-5-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl when Y is  $-NHCH_2-$  and when R is 4-pyridyl; and further  
 10     provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is  $-NHCH_2-$ .

2. Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or  
 15     6-membered partially saturated heterocyclyl.

3. Compound of Claim 2, and pharmaceutically acceptable salts thereof, wherein A is selected from dihydropyran, dihydrothienyl, dihydrofuryl, oxo-  
 20     dihydrofuryl, pyrrolinyl, dihydrothiazolyl, dihydro-oxazolyl, dihydro-isothiazolyl, dihydro-isoxazolyl, imidazolinyl and pyrazolinyl; wherein X is selected from



selected from



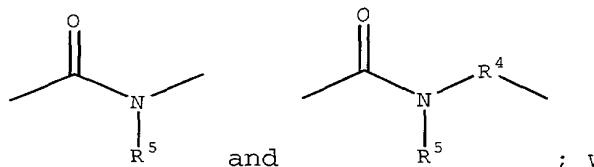
wherein  $R^a$  and  $R^b$  are independently selected from H, halo, cyano, and  $C_{1-2}$ -alkyl substituted with  $R^2$ , or wherein  $R^a$  and  $R^b$  together form  $C_3-C_4$  cycloalkyl; wherein  $R^z$  is  $C_1-C_2$

alkylenyl, where one of the  $\text{CH}_2$  groups may be substituted with an oxygen atom or an  $-\text{NH}-$ ; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or 5 unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C(O)OR}^3$ ,  $-\text{NR}^3\text{C(O)R}^3$ , cycloalkyl, optionally substituted 5-10 6 membered heterocyclyl, optionally substituted phenyl,  $\text{C}_{1-2}$ -alkyl, cyano,  $\text{C}_{1-2}$ -hydroxyalkyl, nitro and  $\text{C}_{1-2}$ -haloalkyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 15 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{NH}(\text{C}_1\text{-C}_2\text{ alkylenylR}^3)$ ,  $-(\text{C}_1\text{-C}_2\text{ alkylenyl})\text{NR}^3\text{R}^3$ , 20  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C(O)OR}^3$ ,  $-\text{NR}^3\text{C(O)R}^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl- $\text{C}_{1-2}$ -alkylenyl, optionally substituted 5-6 membered heterocyclyl- $\text{C}_1\text{-C}_2$ -alkylenyl,  $\text{C}_{1-2}$ -alkyl, cyano,  $\text{C}_{1-2}$ -25 hydroxyalkyl, nitro and  $\text{C}_{1-2}$ -haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo,  $-\text{OR}^3$ , oxo,  $-\text{SR}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C(O)OR}^3$ ,  $-\text{NR}^3\text{C(O)R}^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl,  $\text{C}_{1-2}$ -alkyl, cyano,  $\text{C}_{1-2}$ -hydroxyalkyl,  $\text{C}_{1-3}$ -carboxyalkyl, nitro,  $\text{C}_{2-3}$ -alkenyl,  $\text{C}_{2-3}$ -alkynyl and  $\text{C}_{1-2}$ -haloalkyl; wherein R<sup>3</sup> is 30 selected from H,  $\text{C}_{1-2}$ -alkyl, phenyl,  $\text{C}_{3-6}$  cycloalkyl and  $\text{C}_{1-2}$ -haloalkyl; wherein R<sup>4</sup> is  $\text{C}_{2-3}$ -alkylenyl, where one of the  $\text{CH}_2$

groups may be substituted with an oxygen atom or an -NH-; and wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl.

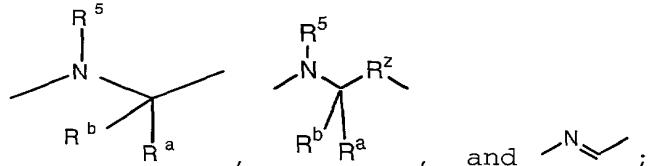
4. Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered heteroaryl.

5. Compound of Claim 4, and pharmaceutically acceptable salts thereof, wherein A is selected from 10 pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, thiienyl, furanyl, pyrrolyl, thiazolyl, oxazolyl, imidazolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl; wherein X is selected from



and ; wherein Y is

15 selected from

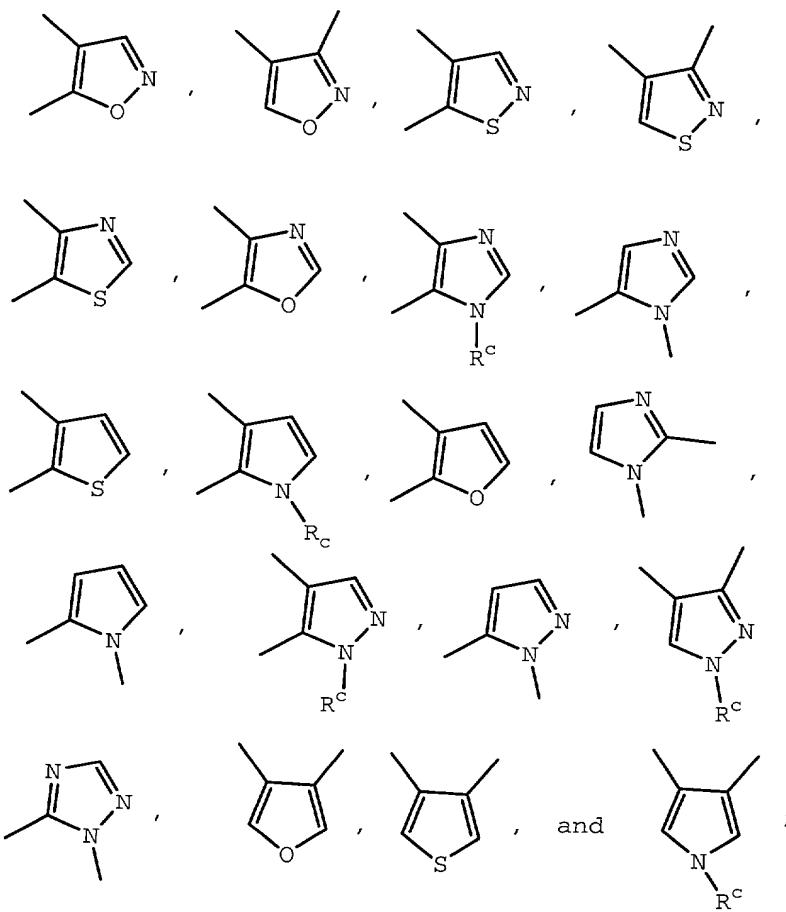


wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, cyano, and C<sub>1-2</sub>-alkyl substituted with R<sup>2</sup>, or wherein R<sup>a</sup> and R<sup>b</sup> together form C<sub>3</sub>-C<sub>4</sub> cycloalkyl; wherein R<sup>z</sup> is C<sub>1</sub>-C<sub>2</sub> alkyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-

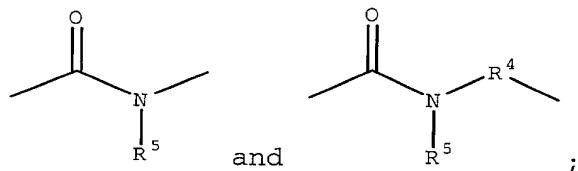
6 membered heterocyclyl, optionally substituted phenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl, nitro and  $C_{1-2}$ -haloalkyl; wherein  $R^1$  is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and

5      tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_{1-C_2}\text{ alkylenyl}R^3)$ ,  $-(C_{1-C_2}\text{ alkylenyl})NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-2}$ -alkylenyl, optionally substituted 5-6 membered heterocyclyl- $C_{1-C_2}$ -alkylenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl, nitro and  $C_{1-2}$ -haloalkyl; wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl,  $C_{1-3}$ -carboxyalkyl, nitro,  $C_{2-3}$ -alkenyl,  $C_{2-3}$ -alkynyl and  $C_{1-2}$ -haloalkyl; wherein  $R^3$  is selected from H,  $C_{1-2}$ -alkyl, phenyl,  $C_3-C_6$  cycloalkyl and  $C_{1-2}$ -haloalkyl; wherein  $R^4$  is  $C_{2-3}$ -alkylenyl, where one of the  $CH_2$  groups may be substituted with an oxygen atom or an  $-NH-$ ; and wherein  $R^5$  is selected from H and  $C_{1-2}$ -alkyl.

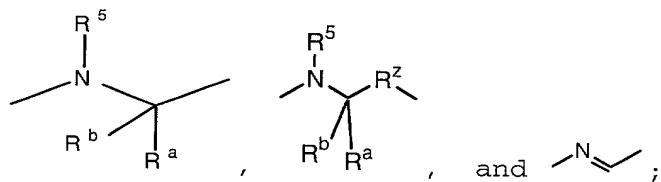
6. Compound of Claim 1 wherein A is selected from



wherein  $R^c$  is selected from H, methyl and optionally substituted phenyl; wherein X is selected from



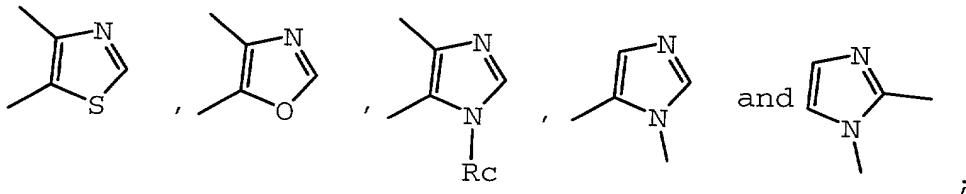
wherein Y is selected from



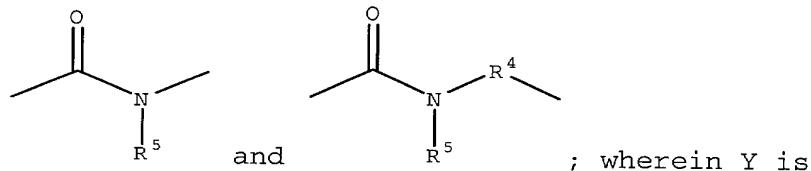
wherein  $R^a$  and  $R^b$  are independently selected from H, halo, cyano, and  $C_{1-2}$ -alkyl substituted with  $R^2$ , or wherein  $R^a$  and  $R^b$  together form  $C_3-C_4$  cycloalkyl; wherein  $R^z$  is  $C_{1-2}$  alkyl, where one of the  $CH_2$  groups may be substituted

with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1-C<sub>2</sub></sub> alkyl enyl)R<sup>3</sup>, -(C<sub>1-C<sub>2</sub></sub> alkyl enyl)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkyl enyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-C<sub>2</sub></sub>-alkyl enyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, C<sub>1-2</sub>-alkyl, phenyl, C<sub>3-C<sub>6</sub></sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkyl enyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; and wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl.

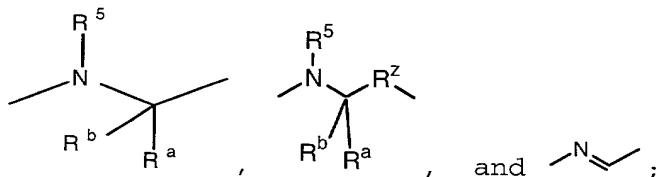
7. Compound of Claim 6 wherein A is selected from



wherein  $R^c$  is selected from H, methyl and optionally  
5 substituted phenyl; wherein X is selected from



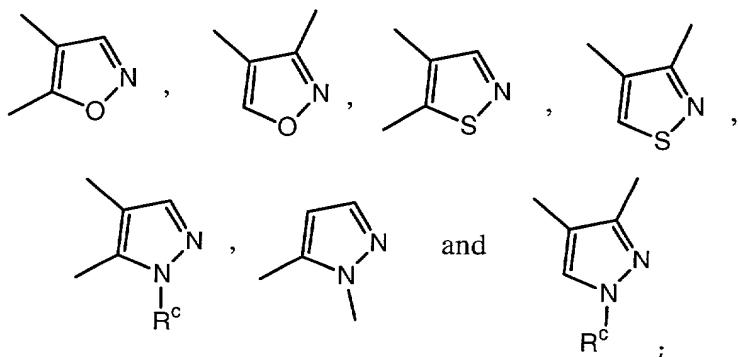
selected from



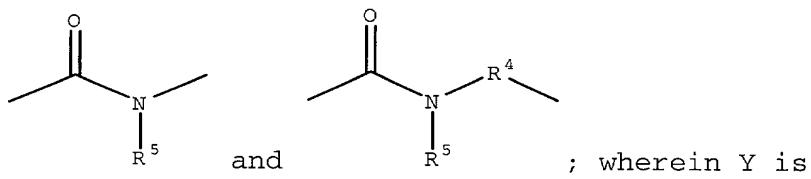
wherein  $R^a$  and  $R^b$  are independently selected from H, halo,  
10 and  $C_{1-2}$ -alkyl; wherein  $R^z$  is  $C_{1-2}$  alkylene; wherein R is  
selected from substituted or unsubstituted 4-pyridyl, 4-  
pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-  
pyridazinyl, indazolyl, quinolinyl, isoquinolinyl,  
quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted  
15 R is substituted with one or more substituents independently  
selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  
 $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl,  
optionally substituted 5-6 membered heterocyclyl, optionally  
substituted phenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl,  
20 nitro and  $C_{1-2}$ -haloalkyl; wherein  $R^1$  is a substituted or  
unsubstituted substituent selected from phenyl, indenyl,  
thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl,  
2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl,  
pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl,  
25 thiazolyl, thiadiazolyl, tetrahydroquinolinyl,

benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>2</sub>-alkylenyl-R<sup>3</sup>), -(C<sub>1</sub>-C<sub>2</sub>-alkylenyl)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl; and wherein R<sup>5</sup> is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

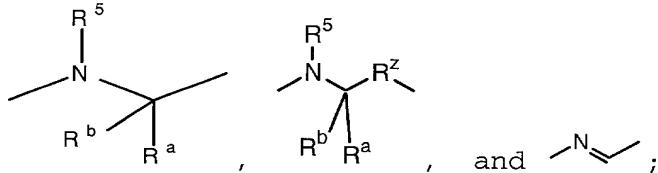
8. Compound of Claim 6 wherein A is selected from



25 wherein R<sup>c</sup> is selected from H, methyl and optionally substituted phenyl; wherein X is selected from



selected from



wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,

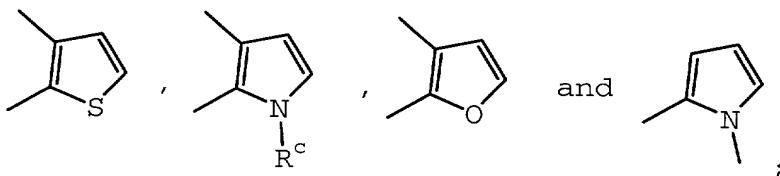
5 and C<sub>1-2</sub>-alkyl; wherein R<sup>z</sup> is C<sub>1-C<sub>2</sub></sub> alkylene; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted 10 R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, 15 nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is a substituted or unsubstituted substituent selected from phenyl, indenyl, thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl, 2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, 20 thiazolyl, thiadiazolyl, tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1-C<sub>2</sub></sub>-alkylene-R<sup>3</sup>), -(C<sub>1-C<sub>2</sub></sub>-alkylene)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally 25 substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylene, optionally substituted 5-6

membered heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -

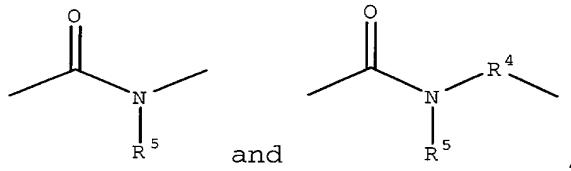
5 NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and 10 trifluoromethyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl; and wherein R<sup>5</sup> is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

9. Compound of Claim 6 wherein A is selected from

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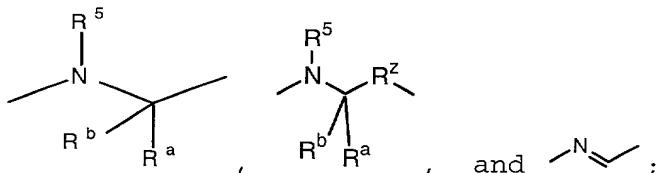


wherein R<sup>c</sup> is selected from H, methyl and optionally substituted phenyl; wherein X is selected from



20

wherein Y is selected from



wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, and C<sub>1-2</sub>-alkyl; wherein R<sup>z</sup> is C<sub>1-C<sub>2</sub></sub> alkylene; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-

25

pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -

5 NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is a substituted or unsubstituted substituent selected from phenyl, indenyl,

10 thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl, 2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, thiazolyl, thiadiazolyl, tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein

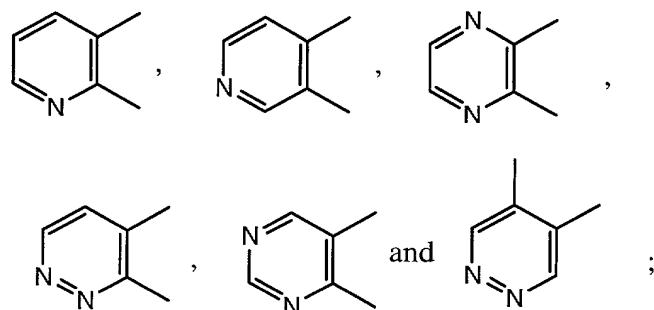
15 substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>2</sub>-alkylenyl-R<sup>3</sup>), -(C<sub>1</sub>-C<sub>2</sub>-alkylenyl)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered

20 heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>,

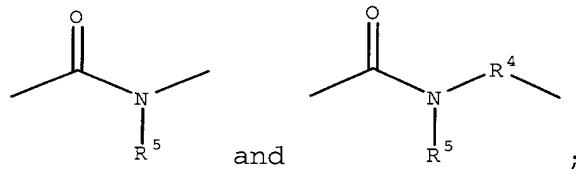
25 oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is

30 selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl; and wherein R<sup>5</sup> is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

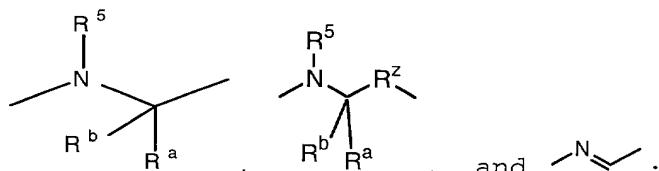
10. Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is selected from



5 wherein X is selected from



wherein Y is selected from



wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, and C<sub>1-2</sub>-alkyl; wherein R<sup>z</sup> is C<sub>1-C<sub>2</sub></sub> alkylidene; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted 15 R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, 20 nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is a substituted or unsubstituted substituent group selected from phenyl, indenyl, thienyl, indolyl, pyridyl, naphthyl,

tetrahydronaphthyl, 2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, thiazolyl, thiadiazolyl,

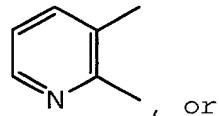
tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and

5 pyrrolyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>2</sub>-alkylenyl-R<sup>3</sup>), -(C<sub>1</sub>-C<sub>2</sub>-alkylenyl)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-10 6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently

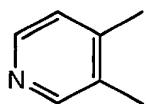
15 selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-

20 haloalkyl; wherein R<sup>3</sup> is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl; and wherein R<sup>5</sup> is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

25 11. Compound of Claim 10, and pharmaceutically



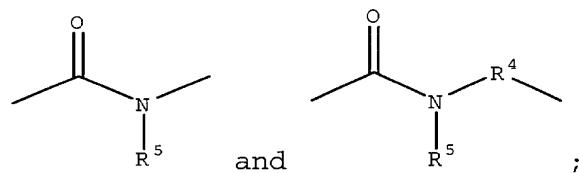
acceptable salts thereof, wherein A is



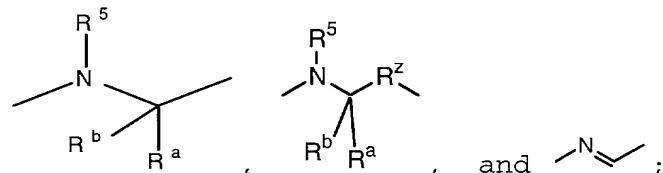
; wherein X is -C(O)-NH-; wherein Y is -NH-CH<sub>2</sub>-; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, 4-isoquinolyl, 30 5-isoquinolyl, 6-isoquinolyl, 5-indazolyl, 4-pyrimidinyl and

4-pyridazinyl; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted phenyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, isoquinolyl, quinolyl, tetrahydroquinolyl, benzodioxanyl, and quinazolinyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylenyl, morpholinylmethyl, methylpiperidinylmethyl, methylpiperazinylmethyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl; and wherein R<sup>5</sup> is from H, methyl or ethyl.

12. Compound of Claim 1 wherein A is 9- or 10-membered fused partially saturated heterocyclyl or 9- or 10-membered fused heteroaryl; wherein X is selected from



wherein Y is selected from



wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,

5 cyano, and C<sub>1-2</sub>-alkyl substituted with R<sup>2</sup>, or wherein R<sup>a</sup> and R<sup>b</sup> together form C<sub>3-C<sub>4</sub></sub> cycloalkyl; wherein R<sup>z</sup> is C<sub>1-C<sub>2</sub></sub> alkylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl

10 comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -

15 NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and

20 tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -

25 COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1-C<sub>2</sub></sub> alkylenylR<sup>3</sup>), -(C<sub>1-C<sub>2</sub></sub> alkylenyl)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally

substituted phenyl-C<sub>1-2</sub>-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-C<sub>2</sub></sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>,

5 oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is

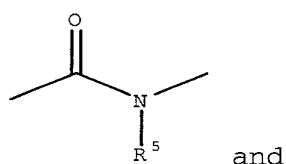
10 selected from H, C<sub>1-2</sub>-alkyl, phenyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; and wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl; and pharmaceutically acceptable salts thereof.

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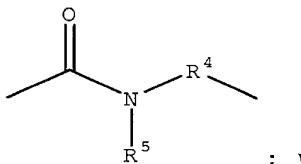
13. Compound of Claim 12 wherein A is selected from benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, indolyl, isoindolyl, quinolyl, isoquinolyl, naphthpyridinyl, tetrahydroquinolyl, 20 quinoxalinyl and quinazolinyl; and pharmaceutically acceptable salts thereof.

25

14. Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is 5- or 6-membered cycloalkenyl; wherein X is selected from



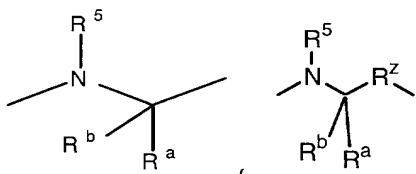
and



; wherein Y is

selected from

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, and  $\text{N}=\text{C}$ ; wherein  $\text{R}^{\text{a}}$  and  $\text{R}^{\text{b}}$  are independently selected from H, halo, cyano, and  $\text{C}_{1-2}$ -alkyl substituted with  $\text{R}^2$ , or wherein  $\text{R}^{\text{a}}$  and  $\text{R}^{\text{b}}$  together form  $\text{C}_3\text{-C}_4$  cycloalkyl; wherein  $\text{R}^{\text{z}}$  is  $\text{C}_1\text{-C}_2$  alkylidenyl, where one of the 5  $\text{CH}_2$  groups may be substituted with an oxygen atom or an  $-\text{NH}-$ ; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein 10 substituted R is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl,  $\text{C}_{1-2}$ -alkyl, 15 cyano,  $\text{C}_{1-2}$ -hydroxyalkyl, nitro and  $\text{C}_{1-2}$ -haloalkyl; wherein  $\text{R}^1$  is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 20 membered fused heteroaryl; wherein substituted  $\text{R}^1$  is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{NH}(\text{C}_1\text{-C}_2\text{ alkylidenyl}\text{R}^3)$ ,  $-(\text{C}_1\text{-C}_2\text{ alkylidenyl})\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ , optionally substituted 25 cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl- $\text{C}_{1-2}$ -alkylidenyl, optionally substituted 5-6 membered heterocyclyl- $\text{C}_1\text{-C}_2$ -alkylidenyl,  $\text{C}_{1-2}$ -alkyl, cyano,  $\text{C}_{1-2}$ -hydroxyalkyl, nitro and  $\text{C}_{1-2}$ -haloalkyl; wherein  $\text{R}^2$  is one or 30 more substituents independently selected from H, halo,  $-\text{OR}^3$ , oxo,  $-\text{SR}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ , -

NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is

5 selected from H, C<sub>1-2</sub>-alkyl, phenyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; and wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl.

10 15. Compound of Claim 14 wherein A is cyclopentadienyl or cyclopentenyl; and pharmaceutically acceptable salts thereof.

15 16. Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from

N-(4-chlorophenyl)-3-[(4-pyridinylmethylene)amino]-4-pyridinecarboxamide;

N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide;

20 N-phenyl{3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide; N-(4-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3,4-dichlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}-carboxamide;

25 N-(3-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-pyridyl)}carboxamide;

N-(4-chlorophenyl){3-[(6-quinolylmethyl)amino](2-pyridyl)}carboxamide;

30 N-(3,4-dichlorophenyl){2-[(6-quinolylmethyl)amino](3-pyridyl)}-carboxamide;

N-(4-chlorophenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N- (3,4-dichlorophenyl){6-methyl-2-[ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide;

N- (3-fluoro-4-methylphenyl){6-methyl-2-[ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide;

5 N- (3,4-dichlorophenyl){6-chloro-2-[ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide;

N- (4-chlorophenyl){6-chloro-2-[ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide;

10 {6-chloro-2-[ (4-pyridylmethyl)amino] (3-pyridyl) }-N- (3-fluorophenyl) carboxamide;

N- (3-chlorophenyl){6-chloro-2-[ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide;

N- (4-chlorophenyl){3-[ (4-pyridylmethyl)amino] (4-pyridyl) }carboxamide;

15 N- (3-fluoro-4-methylphenyl){2-[ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide;

N- (4-chlorophenyl){2-[ (4-quinolylmethyl)amino] (3-pyridyl) }carboxamide;

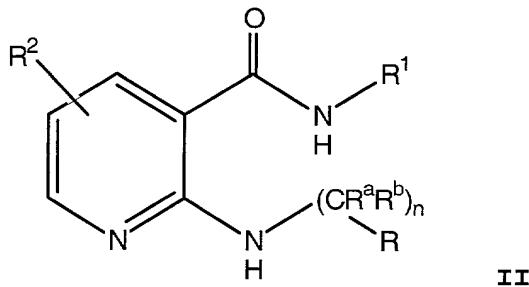
N- (4-chlorophenyl){2-[ (5-quinolylmethyl)amino] (3-pyridyl) }carboxamide;

20 N- (4-chlorophenyl){2-[ (4-pyridylethyl)amino]-5-(3-thienyl)- (3-pyridyl) }carboxamide;

N- (4-chlorophenyl){5-(4-methoxyphenyl)-2-[ (4-pyridylmethyl)amino]-(3-pyridyl) }carboxamide; and

25 N- (4-chlorophenyl){5-bromo-2-[ (4-pyridylmethyl)amino]-(3-pyridyl) }carboxamide.

17. A compound of Claim 1 having Formula II



wherein  $R^a$  and  $R^b$  are independently selected from H, halo,  
 $C_{1-4}$ -alkyl and  $-N(R^6)_2$ ;

5 wherein n is 1-2;

wherein R is selected from

- a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and
- b) unsubstituted or substituted 9- or 10-membered

10 fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -haloalkyl and  $C_{1-6}$ -alkoxy;

wherein  $R^1$  is selected from unsubstituted or substituted 15 aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted  $R^1$  is substituted with one or more substituents selected from halo,  $C_{1-6}$ -alkyl, optionally

20 substituted  $C_{3-6}$ -cycloalkyl, optionally substituted phenyl,  $C_{1-6}$ -haloalkoxy, optionally substituted phenoxy, benzyl, optionally substituted 5-6 membered heterocyclyl- $C_{1-C_2}$ -alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy,  $C_{1-6}$ -haloalkyl, and  $C_{1-6}$ -alkoxy;

25 wherein  $R^2$  is one or more substituents independently

selected from

H,

halo,

C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-6</sub>-haloalkoxy,  
5 C<sub>1-6</sub>-carboxyalkyl,  
unsubstituted or substituted aryl and  
unsubstituted or substituted 5-6 membered  
heteroaryl; and  
wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
10 and pharmaceutically acceptable isomers and salts thereof.

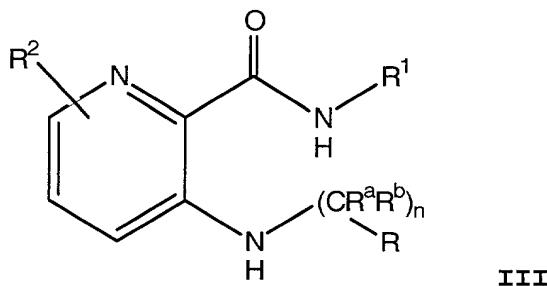
18. Compound of Claim 17 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
wherein n is 1-2;  
wherein R is selected from 4-pyridyl, pyrimidinyl,  
15 triazolyl, pyridazinyl, indolyl, isoindolyl,  
indazolyl, quinolyl, isoquinolyl, naphthyridinyl and  
quinozalinyl, where R is unsubstituted or substituted  
with one or more substituents selected  
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
20 propyl, trifluoromethyl, methoxy and ethoxy;  
wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinozalinyl, tetrahydroquinolinyl, indazolyl,  
25 benzothienyl, benzofuryl, benzimidazolyl,  
benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
30 phenylmethyl, morpholinylmethyl,  
methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenyloxy,  
methoxy and ethoxy; and

wherein R<sup>2</sup> is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

5 and pharmaceutically acceptable salts thereof.

10

## 19. A compound of Claim 1 having Formula III



15 wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;

wherein n is 1-2;

wherein R is selected from

20 a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl and C<sub>1-6</sub>-alkoxy;

25 wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,

5-6 membered heteroaryl and

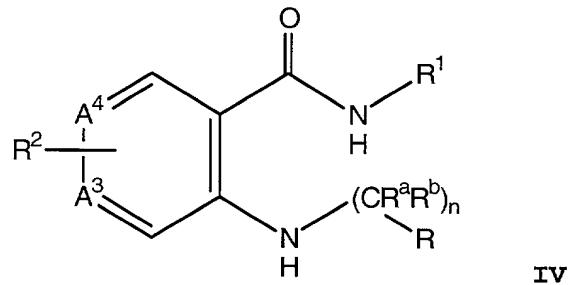
9-10 membered fused heteroaryl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, optionally substituted 5-6 membered  
5 heterocyclyl-C<sub>1-C<sub>2</sub></sub>-alkylenyl, C<sub>1-6</sub>-haloalkoxy,  
optionally substituted phenoxy, benzyl, optionally  
substituted heteroaryl, optionally substituted  
heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;  
wherein R<sup>2</sup> is one or more substituents independently  
10 selected from  
H,  
halo,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
15 C<sub>1-6</sub>-alkoxy,  
C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
unsubstituted or substituted aryl and  
unsubstituted or substituted 5-6 membered  
20 heteroaryl; and  
wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
and pharmaceutically acceptable isomers and salts thereof.

20. Compound of Claim 19 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
25 wherein n is 1-2;  
wherein R is selected from 4-pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
isoquinolyl, naphthyridinyl and quinozalinyl, where R  
is unsubstituted or substituted with one or more  
30 substituents selected  
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, methoxy and ethoxy;  
wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,

pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
 quinozalinyl, tetrahydroquinolinyl, indazolyl,  
 benzothienyl, benzofuryl, benzimidazolyl,  
 benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
 5 unsubstituted or substituted with one or more  
 substituents selected  
 from chloro, fluoro, amino, hydroxy, cyclohexyl,  
 phenylmethyl, morpholinylmethyl,  
 methylpiperidinylmethyl, methylpiperazinylmethyl,  
 10 ethyl, propyl, trifluoromethyl, phenoxy,  
 methoxy and ethoxy; and  
 wherein R<sup>2</sup> is one or more substituents independently  
 selected from H, chloro, fluoro, bromo, amino,  
 hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
 15 methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
 unsubstituted or substituted phenyl and unsubstituted  
 or substituted heteroaryl selected  
 from thienyl, furanyl, pyridyl, imidazolyl, and  
 pyrazolyl;  
 20 and pharmaceutically acceptable salts thereof.

## 21. A compound of Claim 1 having Formula IV



25 wherein A<sup>3</sup> is selected from CR<sup>2</sup> and N;  
 wherein A<sup>4</sup> is selected from CR<sup>2</sup> and N; provided one of A<sup>3</sup> and  
 A<sup>4</sup> is not CR<sup>2</sup>;

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;

wherein n is 1-2;

wherein R is selected from

5                   a) unsubstituted or substituted 5- or 6-membered  
                  nitrogen-containing heteroaryl, and  
b) unsubstituted or substituted 9- or 10-membered  
                  fused nitrogen-containing heteroaryl,  
where R is substituted with one or more substituents  
10                selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl and C<sub>1-6</sub>-alkoxy;  
wherein R<sup>1</sup> is selected from unsubstituted or substituted  
15                aryl,  
                  5-6 membered heteroaryl and  
                  9-10 membered fused heteroaryl,  
wherein substituted R<sup>1</sup> is substituted with one or more  
20                substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
                  substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
                  phenyl, optionally substituted 5-6 membered  
                  heterocyclyl-C<sub>1-C<sub>2</sub></sub>-alkylenyl, C<sub>1-6</sub>-haloalkoxy,  
                  optionally substituted phenoxy, benzyl, optionally  
                  substituted heteroaryl, optionally substituted  
                  heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;  
wherein R<sup>2</sup> is one or more substituents independently  
25                selected from  
                  H,  
                  halo,  
                  C<sub>1-6</sub>-alkyl,  
                  C<sub>1-6</sub>-haloalkyl,  
                  C<sub>1-6</sub>-alkoxy,  
                  C<sub>1-6</sub>-haloalkoxy,  
                  C<sub>1-6</sub>-carboxyalkyl,  
                  unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered heteroaryl; and  
wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
and pharmaceutically acceptable isomers and salts thereof.

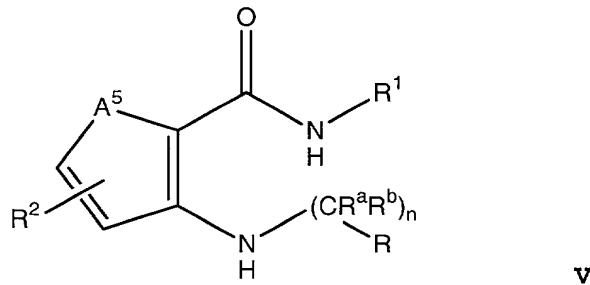
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22. Compound of Claim 21 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
wherein n is 1-2;  
wherein R is selected from 4-pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
10 isoquinolyl, naphthyridinyl and quinozaliny, where R  
is unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, methoxy and ethoxy;  
15 wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinozaliny, tetrahydroquinolinyl, indazolyl,  
benzothienyl, benzofuryl, benzimidazolyl,  
20 benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,  
25 methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenoxy,  
methoxy and ethoxy; and  
wherein R<sup>2</sup> is one or more substituents independently  
selected from H, chloro, fluoro, bromo, amino,  
30 hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected

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from thiienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;  
and pharmaceutically acceptable salts thereof.

5 23. A compound of Claim 1 having the formula V



wherein A<sup>5</sup> is selected from S, O and NR<sup>6</sup>;

10 wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;

wherein n is 1-2;

wherein R is selected from

15 a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-</sub>

20 6-haloalkyl and C<sub>1-6</sub>-alkoxy;

wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

25 wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted phenoxy, benzyl, optionally substituted 5-6 membered

heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently

5 selected from

H,

halo,

C<sub>1-6</sub>-alkyl,

C<sub>1-6</sub>-haloalkyl,

10 C<sub>1-6</sub>-alkoxy,

C<sub>1-6</sub>-haloalkoxy,

C<sub>1-6</sub>-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered

15 heteroaryl; and

wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

24. Compound of Claim 23 wherein R<sup>a</sup> and R<sup>b</sup> are H;

20 wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl,

pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more

25 substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,

naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,

30 pyridazinyl, indolyl, isoindolyl, naphthyridinyl,

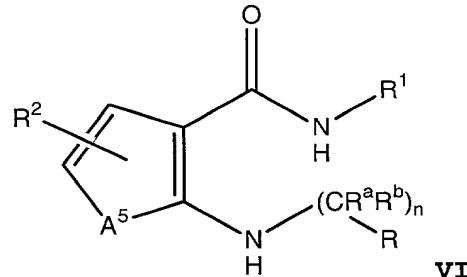
quinozalinyl, tetrahydroquinolinyl, indazolyl,

benzothienyl, benzofuryl, benzimidazolyl,

benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is

unsubstituted or substituted with one or more  
 substituents selected  
 from chloro, fluoro, amino, hydroxy, cyclohexyl,  
 phenylmethyl, morpholinylmethyl,  
 5       methylpiperidinylmethyl, methylpiperazinylmethyl,  
 ethyl, propyl, trifluoromethyl, phenyloxy,  
 methoxy and ethoxy; and  
 wherein R<sup>2</sup> is one or more substituents independently  
 selected from H, chloro, fluoro, bromo, amino,  
 10       hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
 methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
 unsubstituted or substituted phenyl and unsubstituted  
 or substituted heteroaryl selected  
 from thienyl, furanyl, pyridyl, imidazolyl, and  
 15       pyrazolyl;  
 and pharmaceutically acceptable salts thereof.

25. A compound of Claim 1 having the formula



20       wherein A<sup>5</sup> is selected from S, O and NR<sup>6</sup>;  
 wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,  
 C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;  
 25       wherein n is 1-2;  
 wherein R is selected from  
 a) unsubstituted or substituted 5- or 6-membered  
 nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,  
where R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl and C<sub>1-6</sub>-alkoxy;

5 wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,  
5-6 membered heteroaryl and  
9-10 membered fused heteroaryl,

10 wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted phenoxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-C<sub>2</sub></sub>-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;

15 wherein R<sup>2</sup> is one or more substituents independently selected from

20 H,  
halo,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
25 C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
unsubstituted or substituted aryl and  
unsubstituted or substituted 5-6 membered heteroaryl; and

30 wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
and pharmaceutically acceptable isomers and salts thereof.

26. Compound of Claim 25 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl,  
5 pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
isoquinolyl, naphthyridinyl and quinozaliny1, where R  
is unsubstituted or substituted with one or more  
substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, methoxy and ethoxy;

wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
10 pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinozaliny1, tetrahydroquinolinyl, indazolyl,  
benzothienyl, benzofuryl, benzimidazolyl,  
benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
15 substituents selected

from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,  
methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenoxy,  
20 methoxy and ethoxy; and

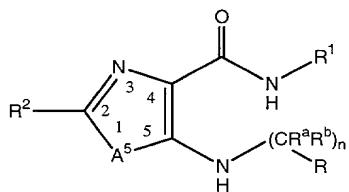
wherein R<sup>2</sup> is one or more substituents independently  
selected from H, chloro, fluoro, bromo, amino,  
hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
25 unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected  
from thienyl, furanyl, pyridyl, imidazolyl, and  
pyrazolyl;

and pharmaceutically acceptable salts thereof.

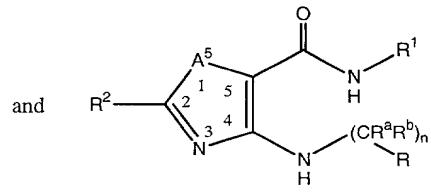
30

27. A compound of Claim 1 having the formula

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VIIa



VIIb

wherein  $A^5$  is selected from S, O and NR<sup>6</sup>;

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,

5 C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

10 b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl and C<sub>1-6</sub>-alkoxy;

15 wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R<sup>1</sup> is substituted with one or more

20 substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted phenoxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-C<sub>2</sub></sub>-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;

25 wherein R<sup>2</sup> is one or more substituents independently selected from

H,

30 halo,

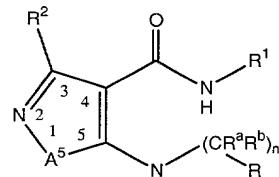
28. Compound of Claim 27 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
wherein n is 1-2;  
wherein R is selected from 4-pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
isoquinolyl, naphthyridinyl and quinozalinyl, where R  
is unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, methoxy and ethoxy;  
wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinozalinyl, tetrahydroquinolinyl, indazolyl,  
benzothienyl, benzofuryl, benzimidazolyl,  
benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,  
methylpiperdinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenoxy,  
methoxy and ethoxy; and

wherein R<sup>2</sup> is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

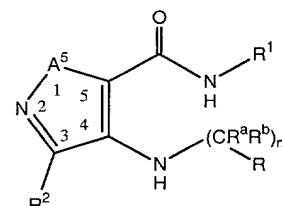
5 and pharmaceutically acceptable salts thereof.

10

## 29. Compound of Claim 1 of the formulas



and



15 wherein A<sup>5</sup> is selected from S, O and NR<sup>6</sup>;  
 wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;  
 wherein n is 1-2;  
 wherein R is selected from

20 a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents

25 selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl and C<sub>1-6</sub>-alkoxy;

wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,

5-6 membered heteroaryl and

30 9-10 membered fused heteroaryl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted  
5  
phenyloxy, benzyl, optionally substituted 5-6 membered  
heterocyclyl-C<sub>1-C<sub>2</sub></sub>-alkylenyl, optionally substituted  
heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-  
haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently

10 selected from

H,

halo,

C<sub>1-6</sub>-alkyl,

C<sub>1-6</sub>-haloalkyl,

15 C<sub>1-6</sub>-alkoxy,

C<sub>1-6</sub>-haloalkoxy,

C<sub>1-6</sub>-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered

20 heteroaryl; and

wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

30. Compound of Claim 29 wherein R<sup>a</sup> and R<sup>b</sup> are H;

25 wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl,

pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,

isoquinolyl, naphthyridinyl and quinozalinyl, where R

is unsubstituted or substituted with one or more

30 substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl,

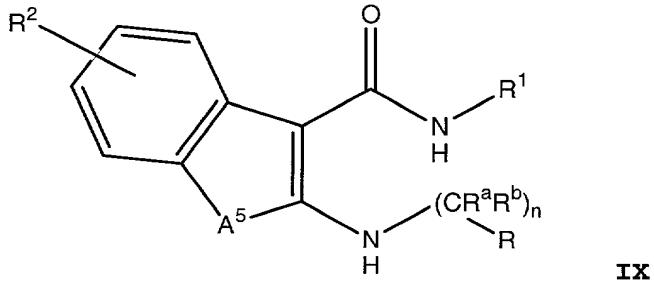
propyl, trifluoromethyl, methoxy and ethoxy;

wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,

naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,

pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
 quinozalinyl, tetrahydroquinolinyl, indazolyl,  
 benzothienyl, benzofuryl, benzimidazolyl,  
 benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
 5 unsubstituted or substituted with one or more  
 substituents selected  
 from chloro, fluoro, amino, hydroxy, cyclohexyl,  
 phenylmethyl, morpholinylmethyl,  
 methylpiperidinylmethyl, methylpiperazinylmethyl,  
 10 ethyl, propyl, trifluoromethyl, phenyloxy,  
 methoxy and ethoxy; and  
 wherein R<sup>2</sup> is one or more substituents independently  
 selected from H, chloro, fluoro, bromo, amino,  
 hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
 15 methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
 unsubstituted or substituted phenyl and unsubstituted  
 or substituted heteroaryl selected  
 from thieryl, furanyl, pyridyl, imidazolyl, and  
 pyrazolyl;  
 20 and pharmaceutically acceptable salts thereof.

## 31. Compound of Claim 1 of the formula



25 wherein A<sup>5</sup> is selected from S, O and NR<sup>6</sup>;  
 wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,  
 C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;  
 wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered 5 fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl and C<sub>1-6</sub>-alkoxy;

wherein R<sup>1</sup> is selected from unsubstituted or substituted 10 aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally 15 substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted

phenyloxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-C<sub>2</sub></sub>-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently selected from

H,

halo,

C<sub>1-6</sub>-alkyl,

C<sub>1-6</sub>-haloalkyl,

C<sub>1-6</sub>-alkoxy,

C<sub>1-6</sub>-haloalkoxy,

C<sub>1-6</sub>-carboxyalkyl,

30 unsubstituted or substituted aryl and

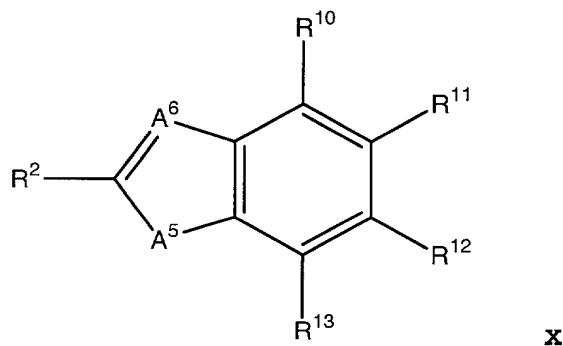
unsubstituted or substituted 5-6 membered heteroaryl; and

wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

32. Compound of Claim 31 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
wherein n is 1-2;  
wherein R is selected from 4-pyridyl, pyrimidinyl,  
5 pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
isoquinolyl, naphthyridinyl and quinozalinyl, where R  
is unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
10 propyl, trifluoromethyl, methoxy and ethoxy;  
wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinozalinyl, tetrahydroquinolinyl, indazolyl,  
15 benzothienyl, benzofuryl, benzimidazolyl,  
benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
20 phenylmethyl, morpholinylmethyl,  
methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenoxy,  
methoxy and ethoxy; and  
wherein R<sup>2</sup> is one or more substituents independently  
25 selected from H, chloro, fluoro, bromo, amino,  
hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected  
30 from thienyl, furanyl, pyridyl, imidazolyl, and  
pyrazolyl;  
and pharmaceutically acceptable salts thereof.

33. Compound of Claim 1 of the formula



wherein  $A^5$  is selected from S, O and  $NR^6$ ;

5    wherein  $A^6$  is selected from  $CR^2$  and N;

wherein R is selected from

10    a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

      b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

15    where R is substituted with one or more substituents selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -haloalkyl and  $C_{1-6}$ -alkoxy;

wherein  $R^1$  is selected from unsubstituted or substituted

20    aryl,

      5-6 membered heteroaryl and

      9-10 membered fused heteroaryl,

wherein substituted  $R^1$  is substituted with one or more substituents selected from halo,  $C_{1-6}$ -alkyl, optionally substituted  $C_{3-6}$ -cycloalkyl, optionally substituted phenyl,  $C_{1-6}$ -haloalkoxy, optionally substituted phenoxy, benzyl, optionally substituted 5-6 membered heterocyclyl- $C_{1-C_2}$ -alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy,  $C_{1-6}$ -haloalkyl, and  $C_{1-6}$ -alkoxy;

25    wherein  $R^2$  is one or more substituents independently selected from

      H,

halo,

C<sub>1-6</sub>-alkyl,

C<sub>1-6</sub>-haloalkyl,

C<sub>1-6</sub>-alkoxy,

5 C<sub>1-6</sub>-haloalkoxy,

C<sub>1-6</sub>-carboxyalkyl,

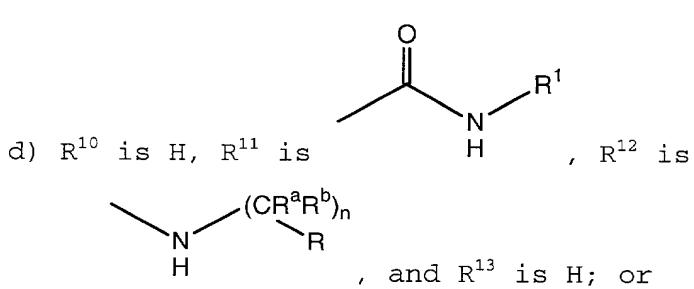
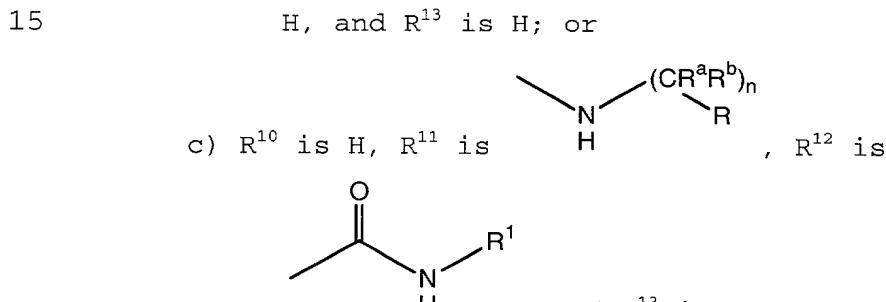
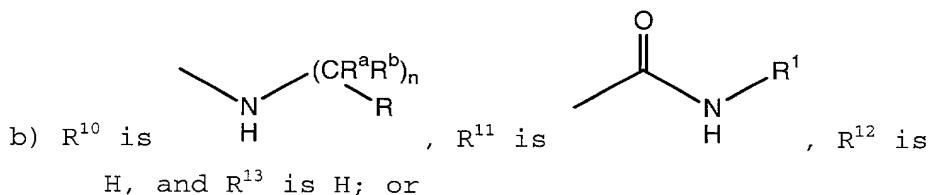
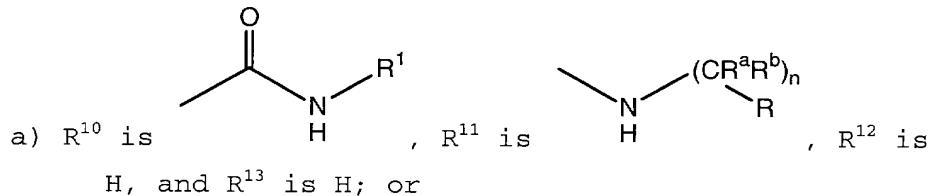
unsubstituted or substituted aryl and

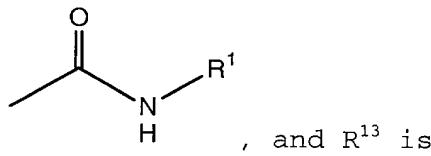
unsubstituted or substituted 5-6 membered

heteroaryl; and

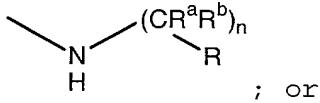
10 wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;

wherein

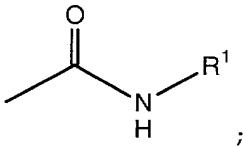
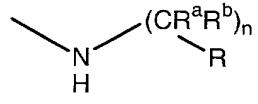




e) R<sup>10</sup> is H, R<sup>11</sup> is H, R<sup>12</sup> is



f) R<sup>10</sup> is H, R<sup>11</sup> is H, R<sup>12</sup> is



5

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>; and

wherein n is 1-2;

and pharmaceutically acceptable isomers and salts thereof.

10

34. Compound of Claim 33 wherein R<sup>a</sup> and R<sup>b</sup> are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl,

pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,

15

isoquinolyl, naphthyridinyl and quinozalinyl, where R

is unsubstituted or substituted with one or more

substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl,

propyl, trifluoromethyl, methoxy and ethoxy;

20

wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,

naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,

pyridazinyl, indolyl, isoindolyl, naphthyridinyl,

quinozalinyl, tetrahydroquinolinyl, indazolyl,

benzothienyl, benzofuryl, benzimidazolyl,

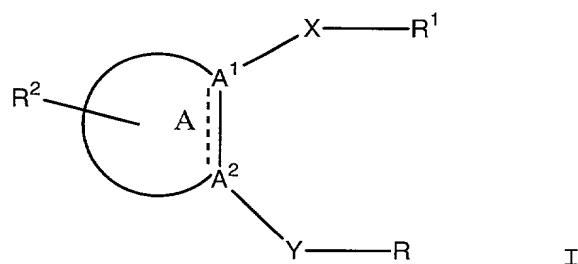
25

benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is

unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,  
5 methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenoxy,  
methoxy and ethoxy; and  
wherein R<sup>2</sup> is one or more substituents independently  
selected from H, chloro, fluoro, bromo, amino,  
10 hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected  
from thienyl, furanyl, pyridyl, imidazolyl, and  
15 pyrazolyl;  
and pharmaceutically acceptable salts thereof.

35. A pharmaceutical composition comprising a  
pharmaceutically-acceptable carrier and a compound as in any  
20 of Claims 1-34.

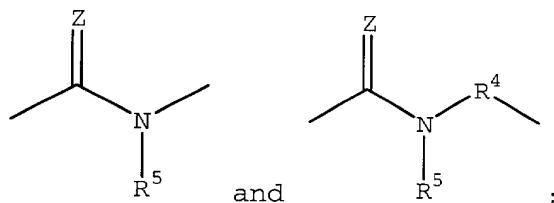
36. A method of treating cancer in a subject, said  
method comprising administering an effective amount of a  
compound of formula I  
25



wherein each of A<sup>1</sup> and A<sup>2</sup> is independently C or N;  
wherein ring A is selected from

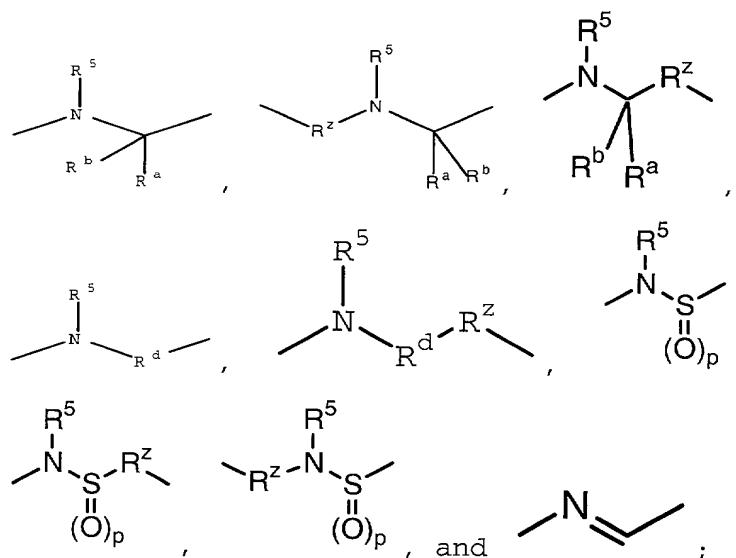
a) 5- or 6-membered partially saturated heterocyclyl,  
 b) 5- or 6-membered heteroaryl,  
 c) 9- or 10-membered fused partially saturated heterocyclyl,  
 5 d) 9-, 10- or 11-membered fused heteroaryl;  
 e) naphthyl, and  
 f) 4-, 5- or 6- membered cycloalkenyl;

wherein X is selected from



10 wherein Z is oxygen or sulfur;

wherein Y is selected from



15 wherein p is 0 to 2,

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, cyano, -NHR<sup>6</sup> and C<sub>1-4</sub>-alkyl substituted with R<sup>2</sup>, or wherein R<sup>a</sup> and R<sup>b</sup> together form C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

wherein R<sup>z</sup> is selected from C<sub>1</sub>-C<sub>4</sub> alkyl enyl, where one of the

20 CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-;

wherein  $R^d$  is cycloalkyl;

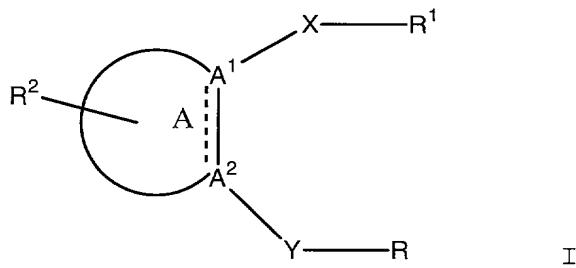
wherein R is selected from

- a) substituted or unsubstituted 5-6 membered heterocyclyl, and
- 5 b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;
- wherein substituted R is substituted with one or more
- 10 substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with  $R^2$ , cyano, nitro, lower alkenyl and lower alkynyl;
- wherein  $R^1$  is selected from
- 15 a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 5-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-11 membered fused heterocyclyl,
- 20 d) cycloalkyl, and
- e) cycloalkenyl,
- wherein substituted  $R^1$  is substituted with one or more
- 25 substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4)$  alkyl,  $-alkylenylR^{14}$ ,  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with  $R^2$ , cyano, nitro, lower alkenyl and
- 30 lower alkynyl;
- wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-COR^3$ ,  $-CONR^3R^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted phenylalkylenyl, optionally

substituted 5-6 membered heterocyclyl, optionally  
substituted heteroarylalkylenyl, optionally substituted  
phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower  
carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower  
5 aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;  
wherein R<sup>3</sup> is selected from H, lower alkyl, phenyl, 5-6  
membered heterocyclyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and lower  
haloalkyl;  
wherein R<sup>4</sup> is independently selected from C<sub>2</sub>-C<sub>4</sub> alkylenyl,  
10 C<sub>2</sub>-C<sub>4</sub> alkenylenyl and C<sub>2</sub>-C<sub>4</sub> alkynylenyl, where one of the  
CH<sub>2</sub> groups may be substituted with an oxygen atom or an -  
NH-;  
wherein R<sup>5</sup> is selected from H, lower alkyl, phenyl and lower  
aralkyl; and  
15 wherein R<sup>6</sup> is selected from H or C<sub>1-6</sub>-alkyl;  
wherein R<sup>14</sup> is selected from H, phenyl, 5-6 membered  
heterocyclyl and C<sub>3</sub>-C<sub>6</sub> cycloalkyl;  
and pharmaceutically acceptable salts thereof;  
provided A is not naphthyl when X is -C(O)NH- and when R<sup>1</sup> is  
20 phenyl when Y is -NCH<sub>2</sub>- and when R is 4-pyridyl; and further  
provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-  
pyridyl when Y is -NHCH<sub>2</sub>-.

37. The method of Claim 36 comprising a combination  
25 with a compound selected from antibiotic-type agents,  
alkylating agents, antimetabolite agents, hormonal agents,  
immunological agents, interferon-type agents and  
miscellaneous agents.

30 38. A method of treating angiogenesis in a subject,  
said method comprising administering an effective amount of  
a compound as in any of Formula I

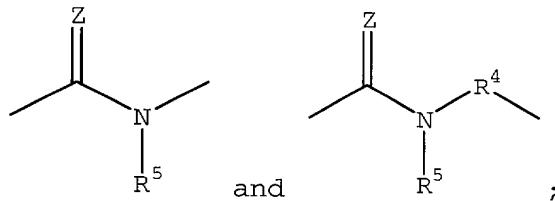


wherein each of  $A^1$  and  $A^2$  is independently C or N;  
wherein ring A is selected from

5        a) 5- or 6-membered partially saturated heterocyclyl,  
       b) 5- or 6-membered heteroaryl,  
       c) 9- or 10-membered fused partially saturated  
             heterocyclyl,  
       d) 9-, 10- or 11-membered fused heteroaryl;  

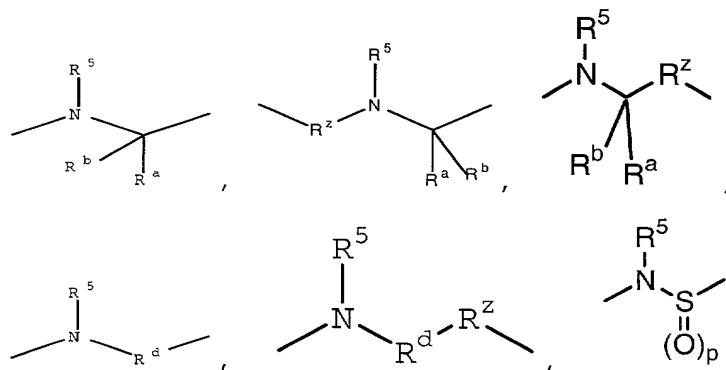
10      e) naphthyl, and  
       f) 4-, 5- or 6- membered cycloalkenyl;

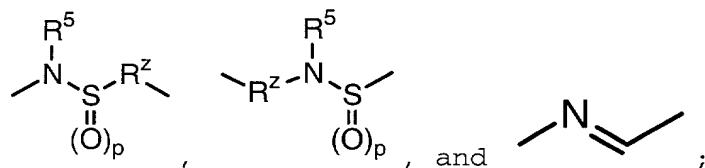
wherein X is selected from



wherein Z is oxygen or sulfur;

15      wherein Y is selected from





wherein p is 0 to 2,

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,

cyano, -NHR<sup>6</sup> and C<sub>1-4</sub>-alkyl substituted with R<sup>2</sup>, or wherein

5 R<sup>a</sup> and R<sup>b</sup> together form C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

wherein R<sup>z</sup> is selected from C<sub>1</sub>-C<sub>4</sub> alkylene, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-;

wherein R<sup>d</sup> is cycloalkyl;

10 wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

15 wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally

20 substituted phenyl, lower alkyl substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R<sup>1</sup> is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered

25 heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

30 wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>,

-SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub>alkylenylR<sup>14</sup>), -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, 5  
optionally substituted phenyl, lower alkyl substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, 10  
optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower 15  
aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R<sup>3</sup> is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and lower haloalkyl;

20  
wherein R<sup>4</sup> is independently selected from C<sub>2</sub>-C<sub>4</sub> alkylenyl, C<sub>2</sub>-C<sub>4</sub> alkenylenyl and C<sub>2</sub>-C<sub>4</sub> alkynylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-;

wherein R<sup>5</sup> is selected from H, lower alkyl, phenyl and lower 25  
aralkyl; and

wherein R<sup>6</sup> is selected from H or C<sub>1-6</sub>-alkyl;

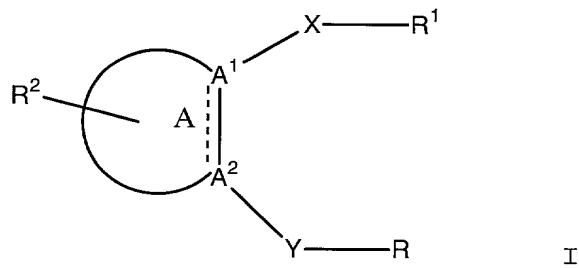
wherein R<sup>14</sup> is selected from H, phenyl, 5-6 membered heterocyclyl and C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

and pharmaceutically acceptable salts thereof;

30  
provided A is not naphthyl when X is -C(O)NH- and when R<sup>1</sup> is phenyl when Y is -NCH<sub>2</sub>- and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is -NHCH<sub>2</sub>-.

39. A compound as in any of Claims 1-34 for use in a method of therapeutic treatment for the human or animal body.

5 40. A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



10

wherein each of A<sup>1</sup> and A<sup>2</sup> is independently C or N;  
wherein ring A is selected from

15 a) 5- or 6-membered partially saturated heterocyclyl,  
b) 5- or 6-membered heteroaryl,

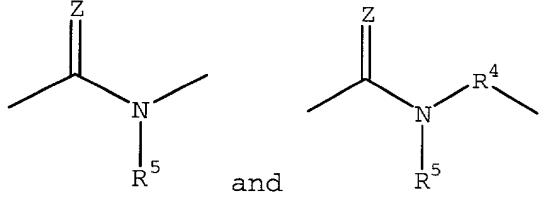
c) 9- or 10-membered fused partially saturated heterocyclyl,

d) 9-, 10- or 11-membered fused heteroaryl;

e) naphthyl, and

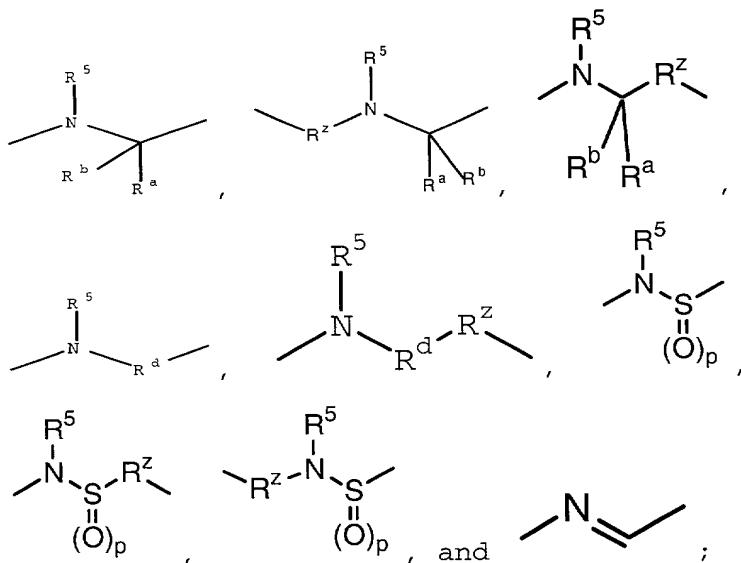
f) 4-, 5- or 6- membered cycloalkenyl;

20 wherein X is selected from



wherein Z is oxygen or sulfur;

wherein Y is selected from



wherein p is 0 to 2,

5 wherein  $R^a$  and  $R^b$  are independently selected from H, halo, cyano,  $-NHR^6$  and  $C_{1-4}$ -alkyl substituted with  $R^2$ , or wherein  $R^a$  and  $R^b$  together form  $C_3-C_6$  cycloalkyl;

wherein  $R^z$  is selected from  $C_1-C_4$  alkylene, where one of the  $CH_2$  groups may be substituted with an oxygen atom or an -

10  $NH-$ ;

wherein  $R^d$  is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

15 b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with  $R^2$ , cyano, nitro, lower alkenyl and lower alkynyl;

20 wherein  $R^1$  is selected from

25 a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

5 d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub> alkyl)R<sup>14</sup>, -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, 10 optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and 15 lower alkynyl;

wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, 20 optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

25 wherein R<sup>3</sup> is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and lower haloalkyl;

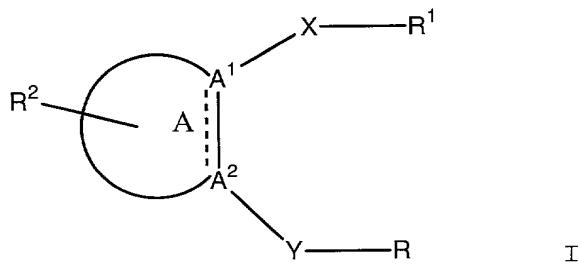
wherein R<sup>4</sup> is independently selected from C<sub>2</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenylenyl and C<sub>2</sub>-C<sub>4</sub> alkynylenyl, where one of the 30 CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-;

wherein R<sup>5</sup> is selected from H, lower alkyl, phenyl and lower aralkyl; and

wherein R<sup>6</sup> is selected from H or C<sub>1-6</sub>-alkyl;

wherein  $R^{14}$  is selected from H, phenyl, 5-6 membered heterocyclyl and  $C_3-C_6$  cycloalkyl;  
 and pharmaceutically acceptable salts thereof;  
 provided A is not naphthyl when X is  $-C(O)NH-$  and when  $R^1$  is  
 5 phenyl when Y is  $-NCH_2-$  and when R is 4-pyridyl; and further  
 provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is  $-NHCH_2-$ .

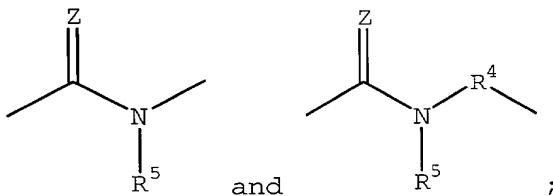
41. A method of treating proliferative disorders in a  
 10 mammal, said method comprising administering an effective  
 amount of a compound of Formula I



15 wherein each of  $A^1$  and  $A^2$  is independently C or N;  
 wherein ring A is selected from

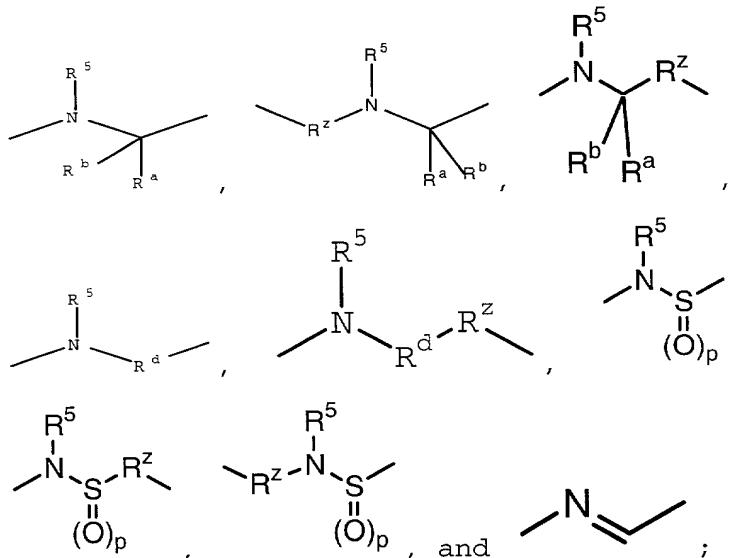
- a) 5- or 6-membered partially saturated heterocyclyl,
- b) 5- or 6-membered heteroaryl,
- c) 9- or 10-membered fused partially saturated heterocyclyl,
- 20 d) 9-, 10- or 11-membered fused heteroaryl;
- e) naphthyl, and
- f) 4-, 5- or 6- membered cycloalkenyl;

wherein X is selected from



25 wherein Z is oxygen or sulfur;

wherein Y is selected from



5 wherein p is 0 to 2,

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,

cyano, -NHR<sup>6</sup> and C<sub>1-4</sub>-alkyl substituted with R<sup>2</sup>, or wherein R<sup>a</sup> and R<sup>b</sup> together form C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

wherein R<sup>z</sup> is selected from C<sub>1</sub>-C<sub>4</sub> alkyl, where one of the

10 CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-;

wherein R<sup>d</sup> is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered

15 heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>,

20 -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and lower alkynyl;

25 wherein R<sup>1</sup> is selected from

a) substituted or unsubstituted 6-10 membered aryl,  
b) substituted or unsubstituted 5-6 membered  
heterocyclyl,  
c) substituted or unsubstituted 9-11 membered fused  
5 heterocyclyl,  
d) cycloalkyl, and  
e) cycloalkenyl,  
wherein substituted R<sup>1</sup> is substituted with one or more  
substituents independently selected from halo, -OR<sup>3</sup>,  
10 -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub>  
alkylenylR<sup>14</sup>), -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -  
NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl,  
optionally substituted 5-6 membered heterocyclyl,  
optionally substituted phenyl, lower alkyl  
15 substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and  
lower alkynyl;  
wherein R<sup>2</sup> is one or more substituents independently selected  
from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -  
NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl,  
20 optionally substituted phenylalkylenyl, optionally  
substituted 5-6 membered heterocyclyl, optionally  
substituted heteroarylalkylenyl, optionally substituted  
phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower  
carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower  
25 aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;  
wherein R<sup>3</sup> is selected from H, lower alkyl, phenyl, 5-6  
membered heterocyclyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and lower  
haloalkyl;  
wherein R<sup>4</sup> is independently selected from C<sub>2</sub>-C<sub>4</sub> alkylenyl,  
30 C<sub>2</sub>-C<sub>4</sub> alkenylenyl and C<sub>2</sub>-C<sub>4</sub> alkynylenyl, where one of the  
CH<sub>2</sub> groups may be substituted with an oxygen atom or an -  
NH-;  
wherein R<sup>5</sup> is selected from H, lower alkyl, phenyl and lower  
aralkyl; and

wherein R<sup>6</sup> is selected from H or C<sub>1-6</sub>-alkyl;

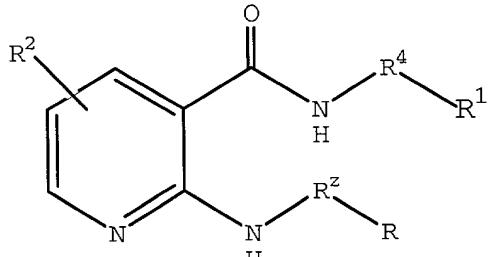
wherein R<sup>14</sup> is selected from H, phenyl, 5-6 membered heterocyclyl and C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

and pharmaceutically acceptable salts thereof;

5 provided A is not naphthyl when X is -C(O)NH- and when R<sup>1</sup> is phenyl when Y is -NCH<sub>2</sub>- and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is -NHCH<sub>2</sub>-.

10 42. Method of Claim 12 wherein the disorder is inflammation or an inflammation-related disorder.

43. A compound of Claim 1 having Formula II'



15 II'

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

20 b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,

where substituted R is substituted with one or more substituents selected from halo, amino, oxo, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy,

25 optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-

C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,

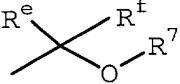
5 cycloalkyl,  
5-6 membered heteroaryl and  
9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2-C4</sub>-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, oxo, cyano, -NHC(O)NH<sub>2</sub>, alkylcarbonylamino, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl,

20

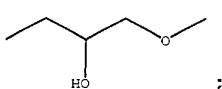
25

30


  
and C<sub>1-4</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently selected from

H,  
 halo,  
 hydroxy,  
 amino,  
 5        C<sub>1-6</sub>-alkyl,  
       C<sub>1-6</sub>-haloalkyl,  
       C<sub>1-6</sub>-alkoxy,  
       C<sub>1-2</sub>-alkylamino,  
       aminosulfonyl,  
 10      C<sub>3-6</sub>-cycloalkyl,  
       cyano,  
       C<sub>1-2</sub>-hydroxyalkyl,  
       nitro,  
       C<sub>2-3</sub>-alkenyl,  
 15      C<sub>2-3</sub>-alkynyl,  
       C<sub>1-6</sub>-haloalkoxy,  
       C<sub>1-6</sub>-carboxyalkyl,  
       5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
       unsubstituted or substituted phenyl and  
 20      unsubstituted or substituted 5-6 membered  
       heterocyclyl;  
 wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



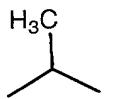
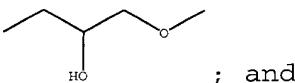
wherein R<sup>2</sup> is selected from C<sub>1-2</sub>-alkyl, C<sub>2-6</sub>-branched alkyl,  
 25      C<sub>2-4</sub>-branched haloalkyl, amino-C<sub>1-4</sub>-alkyl and C<sub>1-2</sub>-  
       alkylamino-C<sub>1-2</sub>-alkyl;  
 wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-  
       haloalkyl; and  
 wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
 30      substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-  
       alkyl, optionally substituted 4-6 membered  
       heterocyclyl, optionally substituted 4-6 membered

heterocyclyl-C<sub>1</sub>-C<sub>3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl; provided R<sup>2</sup> is not H, or provided R<sup>1</sup> is not heteroaryl or aryl, or provided R is substituted with optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, or optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl, or provided R<sup>1</sup> is substituted with optionally substituted phenoxy, optionally substituted 5-6 membered heterocyclyloxy, optionally substituted 5-6 membered heterocyclsulfonyl, optionally substituted 5-6 membered heterocyclamino, optionally substituted 5-6 membered heterocyclcarbonyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, or C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy; further provided R is not 3-pyridyl when R<sup>5</sup> is CH<sub>2</sub>; and pharmaceutically acceptable isomers and derivatives thereof.

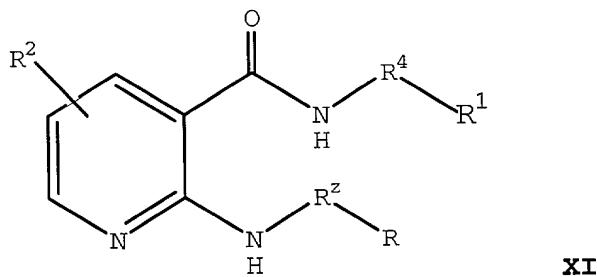
44. Compound of Claim 43 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl,

naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl,  
thiadiazolyl, thiaryl, pyridyl, pyrimidinyl, pyridazinyl,  
1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl,  
isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-  
5 indolyl, naphthyridinyl, quinazolinyl, benzo[d]isothiazolyl,  
2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-  
1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl,  
indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl,  
benzothienyl, benzofuryl, dihydro-benzimidazolyl,  
10 benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more substituents  
selected from bromo, chloro, fluoro, iodo, nitro, amino,  
cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo,  
aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,  
15 phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-  
4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,  
piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-  
methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-  
20 (4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-  
Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-  
piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-  
4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-  
ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl,  
25 pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,  
pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-  
pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl,  
pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl,  
methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-  
methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,  
30 aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-  
ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-  
methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-  
methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,

hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thiienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; wherein R<sup>4</sup> is selected from a direct bond, ethyl, butyl, and



wherein R<sup>2</sup> is selected from methylenyl, ethylenyl, and aminoethylenyl; and pharmaceutically acceptable derivatives thereof.



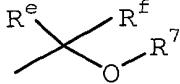
wherein R is selected from

- a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and
- 5 b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,

where substituted R is substituted with one or more substituents selected from halo, amino, hydroxy, 10 C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and 15 optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

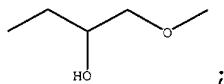
wherein R<sup>1</sup> is a ring selected from unsubstituted or substituted 20 4-6 membered saturated or partially un-saturated monocyclic heterocyclyl, 9-10 membered saturated or partially un-saturated bicyclic heterocyclyl, and 13-14 membered saturated or partially un-saturated tricyclic heterocyclyl,

25 wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered

heterocyclyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, optionally substituted 4-6  
 membered heterocyclyl-C<sub>2</sub>-C<sub>4</sub>-alkenyl, optionally  
 substituted 4-6 membered heterocyclyl, optionally  
 substituted phenoxy, optionally substituted 4-6  
 5 membered heterocycloloxy, optionally substituted 4-6  
 membered heterocyclyl-C<sub>1</sub>-C<sub>4</sub>-alkoxy, optionally  
 substituted 4-6 membered heterocyclsulfonyl,  
 optionally substituted 4-6 membered heterocyclamino,  
 optionally substituted 4-6 membered  
 10 heterocyclcarbonyl, optionally substituted 5-6  
 membered heterocycl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, oxo,  
 cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl,  
 C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-  
 15 alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-  
 alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-</sub>  
 4-alkyl, C<sub>1-4</sub>-hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;  
 wherein R<sup>2</sup> is one or more substituents independently  
 selected from  
 20 H,  
     halo,  
     hydroxy,  
     amino,  
     C<sub>1-6</sub>-alkyl,  
 25 C<sub>1-6</sub>-haloalkyl,  
     C<sub>1-6</sub>-alkoxy,  
     C<sub>1-2</sub>-alkylamino,  
     aminosulfonyl,  
     C<sub>3-6</sub>-cycloalkyl,  
 30 cyano,  
     C<sub>1-2</sub>-hydroxyalkyl,  
     nitro,  
     C<sub>2-3</sub>-alkenyl,

C<sub>2-3</sub>-alkynyl,  
 C<sub>1-6</sub>-haloalkoxy,  
 C<sub>1-6</sub>-carboxyalkyl,  
 5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
 5  
 unsubstituted or substituted phenyl and  
 unsubstituted or substituted 5-6 membered  
 heterocyclyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



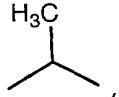
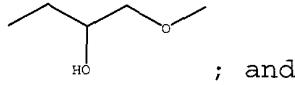
10 wherein R<sup>2</sup> is selected from C<sub>1-2</sub>-alkyl, C<sub>2-6</sub>-branched alkyl,  
 C<sub>2-4</sub>-branched haloalkyl, amino-C<sub>1-4</sub>-alkyl and C<sub>1-2</sub>-  
 alkylamino-C<sub>1-2</sub>-alkyl;  
 wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-  
 haloalkyl; and  
 15 wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
 substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-  
 alkyl, optionally substituted 4-6 membered  
 heterocyclyl, optionally substituted 4-6 membered  
 heterocyclyl-C<sub>1-C<sub>3</sub></sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-  
 20 alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;  
 and pharmaceutically acceptable isomers and derivatives  
 thereof.

46. A compound of Claim 45 wherein R is selected from  
 25 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl,  
 pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
 isoquinolyl, benzotriazolyl, naphthyridinyl and  
 quinozalinyl, where R is unsubstituted or substituted with  
 one or more substituents selected from chloro, fluoro,  
 30 amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
 dimethylaminopropynyl, 1-methylpiperdinylmethoxy,  
 dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is  
 selected from 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-

isoquinolyl, 2,3-dihydro-1H-indolyl, dihydro-benzimidazolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza- fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, and tetrahydroquinolinyl, where R<sup>1</sup> is unsubstituted or  
5 substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-  
10 methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1- ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-  
15 yl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl,  
20 pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1- ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-  
25 5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl,  
30 trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl,

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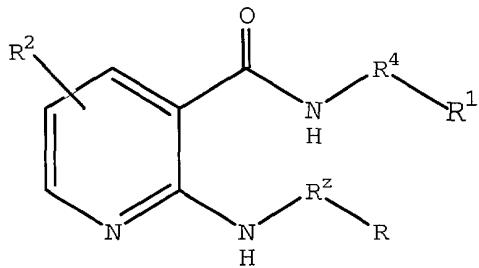
trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy,  
 5 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro, bromo, amino,  
 10 hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and  
 15 unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; wherein R<sup>4</sup> is selected from a direct bond, ethyl, butyl, and



wherein R<sup>z</sup> is selected from methylenyl, ethylenyl,  
 20 and aminoethylenyl;  
 and pharmaceutically acceptable derivatives thereof.

47. A compound of Claim 1 having Formula XI

25



xi

wherein R is selected from

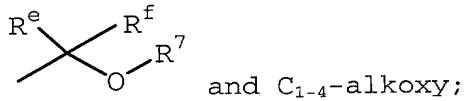
- a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and
- b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,

5 where substituted R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, 10 optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

15 wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl, cycloalkyl, 5-6 membered heteroaryl and 9-10 membered bicyclic and 13-14 membered 20 tricyclic heterocyclyl,

wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl, 25 C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2-C4</sub>-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-alkoxy, optionally substituted 30 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered

heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl,



wherein R<sup>2</sup> is one or more substituents independently

10 selected from

halo,

hydroxy,

amino,

C<sub>1-6</sub>-alkyl,

15 C<sub>1-6</sub>-haloalkyl,

C<sub>1-6</sub>-alkoxy,

C<sub>1-2</sub>-alkylamino,

aminosulfonyl,

C<sub>3-6</sub>-cycloalkyl,

20 cyano,

C<sub>1-2</sub>-hydroxyalkyl,

nitro,

C<sub>2-3</sub>-alkenyl,

C<sub>2-3</sub>-alkynyl,

25 C<sub>1-6</sub>-haloalkoxy,

C<sub>1-6</sub>-carboxyalkyl,

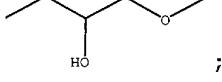
5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 5-6 membered

30 heterocyclyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



wherein  $R^z$  is selected from  $C_{1-2}$ -alkyl,  $C_{2-6}$ -branched alkyl,  $C_{2-4}$ -branched haloalkyl, amino- $C_{1-4}$ -alkyl and  $C_{1-2}$ -alkylamino- $C_{1-2}$ -alkyl;

wherein  $R^e$  and  $R^f$  are independently selected from H and  $C_{1-2}$ -haloalkyl; and

wherein  $R^7$  is selected from H,  $C_{1-3}$ -alkyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-3}$ -alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl- $C_{1-3}$ -alkyl,  $C_{1-3}$ -alkoxy- $C_{1-2}$ -alkyl and  $C_{1-3}$ -alkoxy- $C_{1-3}$ -alkoxy- $C_{1-3}$ -alkyl;

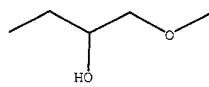
and pharmaceutically acceptable isomers and derivatives thereof.

15 48. A compound of Claim 47 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with 20 one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein  $R^1$  is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, benzo[d]isothiazolyl, 25 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, dihydro-benzimidazolyl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where  $R^1$  is 30

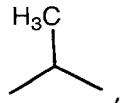
unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,  
5 phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-  
10 Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,  
15 pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,  
20 aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
25 hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
30 hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy,

pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein  $R^2$  is selected from chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl; wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and



15 ; and

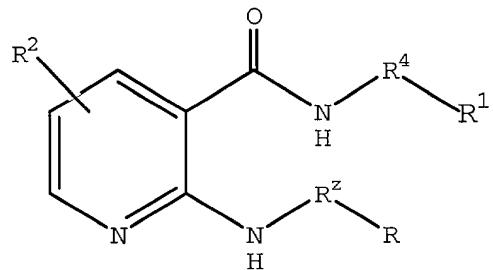


wherein  $R^z$  is selected from methylenyl, ethylenyl, and aminoethylenyl;

and pharmaceutically acceptable derivatives thereof.

20

49. A compound of Claim 1 having Formula XI



**XI**

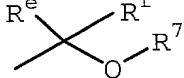
wherein R is selected from

25 a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,  
where substituted R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;  
wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,  
cycloalkyl,  
5-6 membered heteroaryl and  
9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,  
wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2-C4</sub>-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclcarbonyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy,

cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-</sub>

5

<sub>4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently

selected from

H,

halo,

10

hydroxy,

amino,

C<sub>1-6</sub>-alkyl,

C<sub>1-6</sub>-haloalkyl,

C<sub>1-6</sub>-alkoxy,

15

C<sub>1-2</sub>-alkylamino,

aminosulfonyl,

C<sub>3-6</sub>-cycloalkyl,

cyano,

C<sub>1-2</sub>-hydroxyalkyl,

20

nitro,

C<sub>2-3</sub>-alkenyl,

C<sub>2-3</sub>-alkynyl,

C<sub>1-6</sub>-haloalkoxy,

C<sub>1-6</sub>-carboxyalkyl,

25

5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,

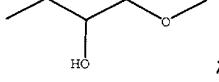
unsubstituted or substituted phenyl and

unsubstituted or substituted 5-6 membered

heterocyclyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and

30



wherein R<sup>z</sup> is selected from C<sub>1-2</sub>-alkyl, C<sub>2-6</sub>-branched alkyl, C<sub>2-4</sub>-branched haloalkyl, amino-C<sub>1-4</sub>-alkyl and C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkyl;

wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and

wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C<sub>3</sub></sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;

provided R<sup>1</sup> is substituted with optionally substituted phenoxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, or C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy; further provided R is not 3-pyridyl when R<sup>5</sup> is CH<sub>2</sub>;

and pharmaceutically acceptable isomers and derivatives thereof.

25

50. A compound of Claim 49 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is

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selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl,

5 isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl,

10 benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-

15 methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-

20 morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-

25 Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl,

30 methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-

trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-

5 hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl,

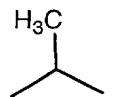
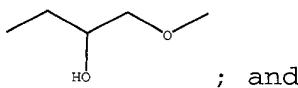
10 dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-

15 methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein  $R^2$  is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy,

20 trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

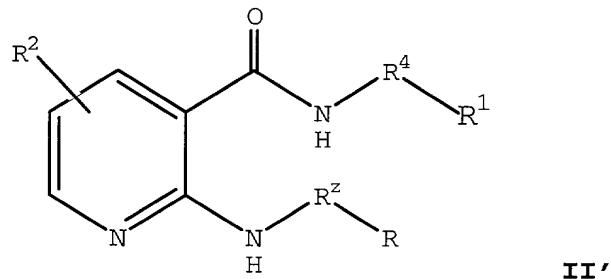
25 furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and



wherein  $R^2$  is selected from methylenyl, ethylenyl, and aminoethylenyl;

and pharmaceutically acceptable derivatives thereof.



II'

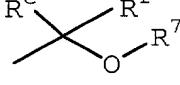
wherein R is selected from

5        a) unsubstituted or substituted 5- or 6-membered non-nitrogen-containing heterocyclyl, and  
       b) unsubstituted or substituted 9- or 10-membered fused partially unsaturated heterocyclyl,  
       wherein R is substituted with one or more substituents

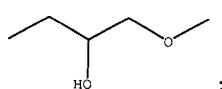
10      selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

15      wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,  
       cycloalkyl,  
       5-6 membered heteroaryl and  
       9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,  
       wherein substituted R<sup>1</sup> is substituted with one or more

20      substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-alkyl, optionally substituted 4-6

membered heterocyclyl-C<sub>2</sub>-C<sub>4</sub>-alkenyl, optionally  
 substituted 4-6 membered heterocyclyl, optionally  
 substituted phenoxy, optionally substituted 4-6  
 membered heterocyclloxy, optionally substituted 4-6  
 5 membered heterocyclyl-C<sub>1</sub>-C<sub>4</sub>-alkoxy, optionally  
 substituted 4-6 membered heterocyclsulfonyl,  
 optionally substituted 4-6 membered heterocyclamino,  
 optionally substituted 4-6 membered  
 heterocyclcarbonyl, optionally substituted 5-6  
 10 membered heterocycl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, oxo,  
 -NHC(O)NH<sub>2</sub>, alkylcarbonylamino, cyano, aminosulfonyl,  
 C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-</sub>  
 15 C<sub>3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-  
 alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl,  
 C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl,  
 R<sup>e</sup>   
 and C<sub>1-4</sub>-alkoxy;  
 wherein R<sup>2</sup> is one or more substituents independently  
 selected from  
 20 H,  
 halo,  
 hydroxy,  
 amino,  
 C<sub>1-6</sub>-alkyl,  
 25 C<sub>1-6</sub>-haloalkyl,  
 C<sub>1-6</sub>-alkoxy,  
 C<sub>1-2</sub>-alkylamino,  
 aminosulfonyl,  
 C<sub>3-6</sub>-cycloalkyl,  
 30 cyano,  
 C<sub>1-2</sub>-hydroxyalkyl,  
 nitro,  
 C<sub>2-3</sub>-alkenyl,

C<sub>2-3</sub>-alkynyl,  
C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
5  
unsubstituted or substituted phenyl and  
unsubstituted or substituted 5-6 membered  
heterocyclyl;  
wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and

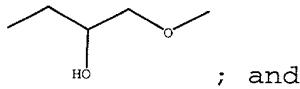


10 wherein R<sup>2</sup> is selected from C<sub>1-2</sub>-alkyl, C<sub>2-6</sub>-branched alkyl,  
C<sub>2-4</sub>-branched haloalkyl, amino-C<sub>1-4</sub>-alkyl and C<sub>1-2</sub>-  
alkylamino-C<sub>1-2</sub>-alkyl;  
wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-  
haloalkyl; and  
15 wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
substituted phenyl-C<sub>1-3</sub>-alkyl, optionally substituted  
4-6 membered heterocyclyl, optionally substituted 4-6  
membered heterocyclyl-C<sub>1-C3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-  
alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-  
20 C<sub>1-3</sub>-alkyl;  
and pharmaceutically acceptable isomers and derivatives  
thereof.

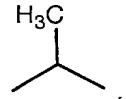
52. A compound of Claim 50 wherein R is selected from  
25 2,3-dihydrobenzofuryl, and tetrahydropyran, where R is  
unsubstituted or substituted with one or more substituents  
selected from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, dimethylaminopropynyl, 1-  
methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy  
30 and ethoxy; wherein R<sup>1</sup> is selected from phenyl,  
tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl,  
isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thiienyl,  
pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl,

1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl,  
indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl,  
quinoxaliny, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-  
1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-  
5]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-  
benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl,  
benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and  
benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with  
one or more substituents selected from bromo, chloro,  
10 fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-  
aminoethyl, hydroxy, oxo, aminosulfonyl, 4-  
methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl,  
morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-  
methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-  
15 ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-  
methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-  
morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-  
piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-  
ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl,  
20 piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-  
1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-  
Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl,  
pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl,  
pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl,  
25 methylsulfonyl, methylcarbonyl, Boc, piperidin-1-  
ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl,  
methoxycarbonyl, aminomethylcarbonyl,  
dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-  
5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-  
30 piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-  
(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-  
trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl,  
propyl, isopropyl, butyl, tert-butyl, sec-butyl,  
trifluoromethyl, pentafluoroethyl, nonafluorobutyl,

dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl,  
 5 trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-  
 10 pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino,  
 15 aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from  
 20 thiienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; wherein R<sup>4</sup> is selected from a direct bond, ethyl, butyl, and

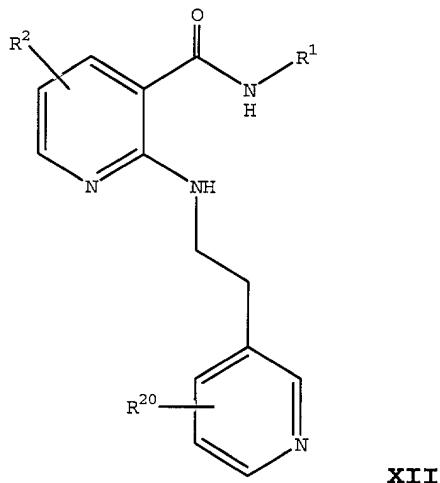


; and



wherein R<sup>2</sup> is selected from methylenyl, ethylenyl,  
 25 and aminoethylenyl;  
 and pharmaceutically acceptable derivatives thereof.

53. A compound of Claim 1 having Formula XII



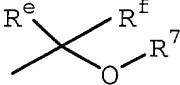
wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,

5       cycloalkyl,  
      5-6 membered heteroaryl and  
      9-10 membered bicyclic and 13-14 membered tricyclic  
      heterocyclyl,

10      wherein substituted R<sup>1</sup> is substituted with one or more  
      substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
      substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
      phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl,  
      C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered  
      heterocyclyl-C<sub>1-C4</sub>-alkyl, optionally substituted 4-6  
15      membered heterocyclyl-C<sub>2-C4</sub>-alkenyl, optionally  
      substituted 4-6 membered heterocyclyl, optionally  
      substituted phenoxy, optionally substituted 4-6  
      membered heterocyclxyloxy, optionally substituted 4-6  
      membered heterocyclyl-C<sub>1-C4</sub>-alkoxy, optionally  
20      substituted 4-6 membered heterocyclsulfonyl,  
      optionally substituted 4-6 membered heterocyclylamino,  
      optionally substituted 4-6 membered  
      heterocyclcarbonyl, optionally substituted 5-6  
      membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
25      haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy,

cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-</sub>

5

4-alkyl, C<sub>1-4</sub>-hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy; wherein R<sup>2</sup> is one or more substituents independently selected from

H,

halo,

10

hydroxy,

amino,

C<sub>1-6</sub>-alkyl,C<sub>1-6</sub>-haloalkyl,C<sub>1-6</sub>-alkoxy,

15

C<sub>1-2</sub>-alkylamino,

aminosulfonyl,

C<sub>3-6</sub>-cycloalkyl,

cyano,

C<sub>1-2</sub>-hydroxyalkyl,

20

nitro,

C<sub>2-3</sub>-alkenyl,C<sub>2-3</sub>-alkynyl,C<sub>1-6</sub>-haloalkoxy,C<sub>1-6</sub>-carboxyalkyl,

25

5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 5-6 membered

heterocyclyl;

30

wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl;wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionallysubstituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-

alkyl, optionally substituted 4-6 membered heterocyclyl,

optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl; and

wherein R<sup>20</sup> is one or more substituents selected from halo,

5       amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and optionally

10      substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

and pharmaceutically acceptable isomers and derivatives thereof.

15      54. Compound of Claim 53 wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl,

20      isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl,

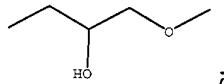
25      benzothienyl, benzofuryl, dihydro-benzimidazolyl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo,

30      aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-

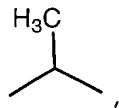
(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, 5 pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, 10 methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), 15 imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, 25 dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 30 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy,

ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

5        furanyl, pyridyl, imidazolyl, and pyrazolyl; wherein R<sup>4</sup> is selected from a direct bond, ethyl, butyl, and



;



wherein R<sup>2</sup> is selected from methylenyl, ethylenyl, and aminoethylenyl; and

10      wherein R<sup>20</sup> is one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy;

15      and pharmaceutically acceptable derivatives thereof.

55. Compound of Claim 1 and pharmaceutically acceptable derivatives thereof selected from

20      N-[3-(Isopropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

25      N-(3-Isoquinolyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

30      N-[4-Isopropylphenyl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

35      N-[4-(tert-Butyl)phenyl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

40      N-[4-(Methylpropyl)phenyl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

45      {2-[(2-(3-Pyridyl)ethyl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide;

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;

N-[5-(tert-Butyl)isoxazol-3-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

5 N-[5-(tert-Butyl)-1-methylpyrazol-3-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)(1,3-thiazol-2-yl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

10 N-[5-(tert-Butyl)(1,3,4-thiadiazol-2-yl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(4-Hydroxybutyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[2-(4-Chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino]

15 (3-pyridyl)carboxamide;

5-Bromo-N-[2-(4-chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

N-[2-(4-Phenoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

20 N-[2-(4-Methoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

N-[2-(3,4-Dimethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

N-[2-(4-Hydroxy-3-ethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

25 N-[2-(4-Fluorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

N-[2-(4-(tert-Butyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

30 N-[2-(3-Fluorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

N-[2-(3-Chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

*N*-[2-(3-(Trifluoromethyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(3-Ethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

5 *N*-[2-(3,4-Dimethylphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(1,3-Benzodioxol-5-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(4-Methylphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

10 *N*-[2-(4-Hydroxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(3,4-Dimethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

15 *N*-[2-(4-Bromophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(3,4-Dichlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(4-(Fluorosulfonyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

20 *N*-[2-(3,5-(Dimethoxy)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(2,4-Dichlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

25 *N*-[2-(2-Fluorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(2-Chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(4-(Aminosulphonyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

30 *N*-[2-(2-Thienyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(Pyridin-2-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(Pyridin-3-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-[2-(Pyridin-4-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

5 *N*-(4-Phenylbutyl)-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

*N*-(2-Hydroxy-3-phenoxypropyl)-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

{6-Chloro-5-fluoro-2-[(4-pyridylmethyl)amino] (3-pyridyl)}-N-

10 [4-(isopropyl)phenyl]carboxamide;

{5-Fluoro-2-[(4-pyridylmethyl)amino] (3-pyridyl)}-N-[4-(isopropyl)phenyl]carboxamide;

2-[(Pyridin-4-ylmethyl)amino]-*N*-[4-*tert*-butyl-3-(1,2,3,6-tetrahydropyridin-4-yl)phenyl] (3-pyridyl)carboxamide;

15 *N*-(3,4-Dichlorophenyl){6-[(2-morpholin-4-ylethyl)amino]-2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

*N*-[4-(Morpholin-4-ylmethyl)phenyl]{2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

N-(4-{2-[(tert-Butoxy)carbonyl]amino}ethyl)phenyl){2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

20 *N*-[4-(2-Aminoethyl)phenyl]{2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

*N*-[4-(2-Aminoethyl)phenyl]{2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

*N*-[4-(tert-Butyl)-3-nitrophenyl]{2-[(2-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

25 *N*-[3-Amino-4-(tert-butyl)phenyl]{2-[(2-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

*N*-[4-(Isopropyl)phenyl]{2-[(2-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

*N*-(3-Aminosulfonyl-4-chlorophenyl){2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

30 *N*-{3-[(4-Methylpiperazinyl)sulfonyl]phenyl}{2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

*N*-[4-(1,1,2,2,2-Pentafluoroethyl)phenyl]{2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

N- [4- (1,1,2,2,3,3,4,4,4-Nonafluorobutyl)phenyl] {2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide;

N- [4- (Isopropyl)phenyl] {2- [ (2- (1,2,4-triazolyl)ethyl)amino] (3-pyridyl) }carboxamide;

5 (2- { [2- (2-Pyridylamino)ethyl]amino} (3-pyridyl) )-N- [3- (trifluoromethyl)phenyl]carboxamide;

{2- [ (1- (2-Pyridyl)pyrrolidin-3-yl)amino] (3-pyridyl) }-N- [3- (trifluoromethyl)phenyl]carboxamide;

2- [ (Pyridin-4-ylmethyl)-amino]-N- (3-trifluoromethyl-phenyl)-

10 nicotinamide

{2- [ (4-Pyridylmethyl)amino] (3-pyridyl) }-N- (8- quinolyl)carboxamide hydrochloride;

N- [4- (4-Chlorophenoxy)phenyl] {2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide hydrochloride;

15 {2- [ (4-Pyridylmethyl)amino] (3-pyridyl) }-N- (2,3,4-trifluorophenyl)carboxamide hydrochloride;

N- (2-Naphthyl) {2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide hydrochloride;

N- (2-Phenoxyphenyl) {2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide hydrochloride;

20 {2- [ (4-Pyridylmethyl)amino] (3-pyridyl) }-N- (5,6,7,8-tetrahydronaphthyl)carboxamide hydrochloride;

N- (2H-Benzo[3,4-d]1,3-dioxolen-5-yl) {2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide

25 hydrochloride;

N-Naphthyl {2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide hydrochloride;

N- [3-Benzylphenyl] {2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide hydrochloride;

30 N- (Cyclohexylethyl) {2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide hydrochloride;

N- (Cyclohexylethyl) {2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide hydrochloride;

N-Indan-2-yl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-[4-(tert-Butyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

5 N-[4-(Methylpropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

Methylphenyl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-[4-10 trifluoromethoxy)phenyl]carboxamide;

N-(4-Ethylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-Butylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

15 N-(4-Iodophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[3-(Hydroxyethyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3-Ethylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

20 Ethyl 2-methyl-5-[3-({2-[(4-pyridylmethyl)amino](3-pyridyl)}carbonylamino)phenyl]furan-3-carboxylate;

N-(3-Phenylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

25 N-[4-Benzylphenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(6-Ethyl(2-pyridyl)){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(6-Propyl(2-pyridyl)){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

30 N-[4-(tert-Butyl)(2-pyridyl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3-Hydroxyphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N- [4- (Methylethyl) (2-pyridyl) ] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

N- [3,5-bis (Trifluoromethyl)phenyl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide

5 hydrochloride;

N- [4-Chloro-3- (trifluoromethyl)phenyl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide hydrochloride;

N- (3-Chlorophenyl) {2- [ (2- (4-pyridyl)ethyl) amino] (3-pyridyl) }carboxamide hydrochloride;

N- (4-Phenoxyphenyl) {2- [ (2- (2-pyridyl)ethyl) amino] (3-pyridyl) }carboxamide;

2- [ (Benzo [b]thiophen-3-ylmethyl) amino] (3-pyridyl) }-N- (4-phenoxyphenyl) carboxamide;

15 N- (4-Phenoxyphenyl) {2- [ (2- (3-pyridyl)ethyl) amino] (3-pyridyl) }carboxamide;

N- [4- (Methylsulfonyl)phenyl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

N- (1-Acetylindolin-6-yl) {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

20 N-Indolin-6-yl {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

N-Indol-6-yl {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

25 N-Indol-5-yl {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

N-Indol-7-yl {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

N- [3- (tert-Butyl)pyrazol-5-yl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

30 N- (3-Phenylpyrazol-5-yl) {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

N- {2- [2- (dimethylamino)ethoxy] -5- (tert-butyl)phenyl} {2- [ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;

N- [4- (tert-Butyl) -3- (4-methylpiperazinyl) phenyl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

N- [3- (4-Methylpiperazinyl) phenyl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

5 N- [4- (4-Methylpiperazinyl) phenyl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } formamide;

N- [1- (1-Methyl- (4-piperidyl) ) indolin-6-yl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

N- [1- (1-Methyl- (4-piperidyl) ) indolin-6-yl] {2- [ (2- (3-pyridyl) ethyl) amino] (3-pyridyl) } carboxamide;

10 N- [1- (2-Piperidylethyl) indolin-6-yl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

N- [1- (2-Piperidylacetyl) indolin-6-yl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

15 N- [3,3-Dimethyl-1- (1-methyl (4-piperidyl) ) indolin-6-yl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

N- (3,3-Dimethylindolin-6-yl) {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

N- [3- (1-Methyl- (4-piperidyl) ) indol-5-yl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

20 N- [4- (1,1-Dimethyl-3-morpholin-4-ylpropyl) phenyl] {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

N- [4- (tert-Butyl) phenyl] {2- [ (2- [ (1-methyl (4-piperidyl) ) -methoxy] (4-pyridyl) ) methyl) amino] (3-pyridyl) } carboxamide;

25 N- (4-Bromo-2-fluorophenyl) {2- [ (4-pyridylmethyl) amino] (3-pyridyl) } carboxamide;

N- [4- (tert-Butyl) phenyl] {2- { [ (2-chloro (4-pyridyl) ) methyl] amino} (3-pyridyl) } carboxamide;

{2- [ (2- [3- (Dimethylamino) prop-1-ynyl] (4-pyridyl) ) methyl] amino} (3-pyridyl) } -N- [4- (tert-butyl) phenyl] carboxamide;

30 (2- { [ (2-Methoxy (4-pyridyl) ) methyl] amino} (3-pyridyl) ) -N- [4- (methylethyl) phenyl] carboxamide;

N- {3- [3- (Dimethylamino)propyl]-5- (trifluoromethyl)phenyl}-  
{2- [ (4-pyridylmethyl)amino] (3-pyridyl) }carboxamide;

N- [4- (tert-Butyl)-3- (3-piperidylpropyl)phenyl] {2- [ (4-  
pyridylmethyl)amino] (3-pyridyl) }carboxamide;

5 N- [4- (tert-Butyl)-3- (3-pyrrolidinylpropyl)phenyl] {2- [ (4-  
pyridylmethyl)amino] (3-pyridyl) }carboxamide;

N- [3- ((1E)-4-Pyrrolidinylbut-1-enyl)-4- (tert-  
butyl)phenyl] {2- [ (4-pyridylmethyl)amino] (3-  
pyridyl) }carboxamide;

10 N- [4- (tert-Butyl)-3- (3-morpholin-4-ylpropyl)phenyl] {2- [ (4-  
pyridylmethyl)amino] (3-pyridyl) }carboxamide;

N- [1- (2-Morpholin-4-ylethyl)indol-6-yl] {2- [ (4-  
pyridylmethyl)amino] (3-pyridyl) }carboxamide;

N- [4- (tert-Butyl)phenyl] {2- [ (pyrimidin-4-ylmethyl)amino] (3-  
pyridyl) }carboxamide;

15 N- (4-Chlorophenyl) {2- [ (pyrimidin-4-ylmethyl)amino] (3-  
pyridyl) }carboxamide;

{2- [ (Pyrimidin-4-ylmethyl)amino] (3-pyridyl) }-N- [3-  
(trifluoromethyl)phenyl] carboxamide;

20 N- [4- (Isopropyl)phenyl] {4- [ (4-pyridylmethyl)amino]pyrimidin-  
5-yl}carboxamide;

(2- { [ (2- {2- [2- (Dimethylamino)ethoxy]ethoxy} (4-  
pyridyl) )methyl]amino} (3-pyridyl) )-N- [4- (tert-  
butyl)phenyl] carboxamide;

25 {2- [ (4-Pyridylmethyl)amino] (3-pyridyl) }-N- {4- [2,2,2-  
trifluoro-1- (2-piperidylethoxy) -1-  
(trifluoromethyl)ethyl]phenyl} carboxamide;

(2- { [ (2- {2- [2- (Dimethylamino)ethoxy]ethoxy} (4-  
pyridyl) )methyl]amino}-6-fluoro (3-pyridyl) )-N- [3-  
30 (trifluoromethyl)phenyl] carboxamide;

N- [4- (tert-Butyl)phenyl] {6-fluoro-2- [ (4-  
pyridylmethyl)amino] (3-pyridyl) }carboxamide;

{6-Fluoro-2- [ (4-pyridylmethyl)amino] (3-pyridyl) }-N- [4-  
(isopropyl)phenyl] carboxamide;

{6-Fluoro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide;

N-(1-Bromo(3-isoquinolyl)){6-fluoro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-carboxamide;

5 N-(4-Phenoxyphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(4-Phenylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(3-Phenoxyphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

10 N-(4-Cyclohexylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(4-Imidazol-1-ylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

15 N-(4-Morpholin-4-ylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(4-Cyanonaphthyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-[4-(trifluoromethyl)phenyl]carboxamide hydrochloride;

20 Methyl-4-({2-[(4-pyridylmethyl)amino]-3-pyridyl}carbonylamino)benzoate hydrochloride;

N-[4-(Isopropyl)phenyl]{2-[(4-quinolylmethyl)amino](3-pyridyl)}carboxamide;

25 N-[4-(tert-Butyl)phenyl]{2-[(6-quinolylmethyl)amino](3-pyridyl)}carboxamide;

{2-[(6-quinolylmethyl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide;

N-(4-chlorophenyl)-3-[(4-pyridinylmethylene)amino]-4-

30 pyridinecarboxamide;

N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide;

N-phenyl{3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide;

N- (4-chlorophenyl) {2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

N- (3,4-dichlorophenyl) {2-[(4-pyridylmethyl)amino] (3-pyridyl)}-carboxamide;

5 N- (3-chlorophenyl) {2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

N- (4-chlorophenyl) {3-[(4-pyridylmethyl)amino] (2-pyridyl)}carboxamide;

10 N- (4-chlorophenyl) {3-[(6-quinolylmethyl)amino] (2-pyridyl)}carboxamide;

N- (3,4-dichlorophenyl) {2-[(6-quinolylmethyl)amino] (3-pyridyl)}-carboxamide;

N- (4-chlorophenyl) {6-methyl-2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

15 N- (3,4-dichlorophenyl) {6-methyl-2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

N- (3-fluoro-4-methylphenyl) {6-methyl-2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

N- (3,4-dichlorophenyl) {6-chloro-2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

20 N- (4-chlorophenyl) {6-chloro-2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

{6-chloro-2-[(4-pyridylmethyl)amino] (3-pyridyl)}-N- (3-fluorophenyl)carboxamide;

25 N- (3-chlorophenyl) {6-chloro-2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

N- (4-chlorophenyl) {3-[(4-pyridylmethyl)amino] (4-pyridyl)}carboxamide;

N- (3-fluoro-4-methylphenyl) {2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

30 N- (4-chlorophenyl) {2-[(4-quinolylmethyl)amino] (3-pyridyl)}carboxamide;

N- (4-chlorophenyl) {2-[(5-quinolylmethyl)amino] (3-pyridyl)}carboxamide;

N- (4-chlorophenyl) {2- [(4-pyridylethyl)amino]-5- (3-thienyl)- (3-pyridyl) }carboxamide;

N- (4-chlorophenyl) {5- (4-methoxyphenyl)-2- [(4- pyridylmethyl)amino]- (3-pyridyl) }carboxamide;

5 N- (4-chlorophenyl) {5-bromo-2- [(4-pyridylmethyl)amino]- (3- pyridyl) }carboxamide;

2- {[2- (1-Isopropyl-azetidin-3-ylmethoxy)-pyridin-4- ylmethyl]-amino}-N- (4-trifluoromethyl-phenyl)- nicotinamide;

10 N- (4-tert-Butyl-phenyl)-2- {[2- (1-isopropyl-azetidin-3- ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

2- [(2,3-Dihydro-benzofuran-5-ylmethyl)-amino]-N- {4- [1- methyl-1- (1-methyl-piperidin-4-yl)-ethyl]-phenyl}- nicotinamide;

15 N- (1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2- [(2,3- dihydro-benzofuran-5-ylmethyl)-amino]-nicotinamide;

2- [(2,3-Dihydro-benzofuran-5-ylmethyl)-amino]-N- [3,3- dimethyl-1- (1-Boc-piperidin-4-ylmethyl)-2,3-dihydro- 1H-indol-6-yl]-nicotinamide;

20 2- [(2,3-Dihydro-benzofuran-5-ylmethyl)-amino]-N- [3,3- dimethyl-1- (1-methylpiperidin-4-ylmethyl)-2,3-dihydro- 1H-indol-6-yl]-nicotinamide;

N- (1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2- {[2- [2- (1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4- ylmethyl]-amino}-nicotinamide;

25 2- {[2- [2- (1-Methyl-piperidin-4-yl)-ethoxy]-pyridin-4- ylmethyl]-amino}-N- (3-trifluoromethyl-phenyl)- nicotinamide;

N- (4-tert-Butyl-phenyl)-2- {[2-ethylpyridin-4-ylmethyl]- amino}-nicotinamide;

30 N- (4-tert-Butyl-phenyl)-2- {[2- [2- (1-methyl-pyrrolidin-2-yl)- ethoxy]-pyridin-4-ylmethyl]-amino}-nicotinamide;

2-({2-[(1-Methyl-pyrrolidin-2-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N- (4-Pentafluoroethyl-phenyl)-2- {[2-(2-pyrrolidin-1-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{{2-[(2-pyrrolidin-1-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-[3-(4-Boc-piperazin-1-ylmethyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

10 N-[3-(4-Boc-piperazine-1-carbonyl)-5-trifluoromethyl-  
phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinami

N-[3-(4-Boc-piperazine-1-carbonyl)-5-trifluoromethyl-phenyl]-2-(2-pyridin-4-yl-ethylamino)-nicotinamide;

$$\text{N-}[\text{3-}(\text{4-Methyl-piperazin-1-ylmethyl})\text{-4-pentafluoroethyl-} \\ \text{phenyl}]\text{-2-}[(\text{pyridin-4-ylmethyl})\text{-amino}]\text{-nicotinamide}$$

15 phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;  
N-[3-(4-Boc-piperazin-1-ylmethyl)-4-pentafluoroethyl-

phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide; 2-{{[2-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-

amino}-N-(4-trifluoromethyl-phenyl)-nicotinamide; N-(4-*tert*-Butyl-phenyl)-2-{[2-(1-methyl-piperidin-4-

20 N-(4-tert-Butyl-phenyl)-2-{|2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

25 N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N- [3,3-Dimethyl-1-(1-methyl-piperidin-4-yl)-2,3-dihydro-1H-indol-6-yl]-2-[ (2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

30 N-(1-Boc-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(1-Boc-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-yl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

5 N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

10 N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

15 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

20 N-[3,3-Dimethyl-1-(1-Boc-pyrrolidin-2-ylmethoxy)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

25 N-[3,3-Dimethyl-1-(2-Boc-amino-acetyl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

30 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-piperidin-4-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;

35 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(4-Boc-piperazin-1-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;

40 2-[(2-(3-Morpholin-4-yl-propoxy)-pyridin-4-ylmethyl)-amino]-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

(S) 45 2-[(2-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-4-ylmethyl)-amino]-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N- (3-tert-Butyl-isoxazol-5-yl)-2- {[2- (3-morpholin-4-yl-propoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N- (1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2- {[2- (3-morpholin-4-yl-propylamino)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N- (4-tert-Butyl-phenyl)-2- {[2- (3-morpholin-4-yl-propoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N- (4-tert-Butyl-phenyl)-2- {[2- (2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

10 2- {[2- (2-Morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-N- (4-trifluoromethyl-phenyl)-nicotinamide;

2- {[2- (2-Morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-N- (3-trifluoromethyl-phenyl)-nicotinamide;

2- {[2- (2-Morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-

15 N- (4-pentafluoroethyl-phenyl)-nicotinamide;

N- (3-tert-Butyl-isoxazol-5-yl)-2- {[2- (2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N- (1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2- {[2- (2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-

20 nicotinamide;

N- (1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2- {[2- (1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

2- {[2- (1-Methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-N- (4-trifluoromethyl-phenyl)-nicotinamide;

2- {[2- (1-Methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-N- (4-pentafluoroethyl-phenyl)-nicotinamide;

2- {[2- (1-Methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-N- (4-tert-butyl-phenyl)-nicotinamide;

30 (R) N- (4-tert-Butyl-phenyl)-2- {[2- (1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

(R) N- [3- (1-Boc-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-2- [(pyridin-4-ylmethyl)-amino]-nicotinamide;

(R) N-[3-(1-Methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(1-Methyl-piperidin-4-yloxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(1-Methyl-piperidin-4-ylmethyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-tert-Butyl-4-(1-Boc-pyrrolidin-2-ylmethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-{{2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(4-trifluoromethyl-phenyl)-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(3-trifluoromethyl-phenyl)-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(4-tert-butyl-phenyl)-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(3-tert-butyl-isoxazol-5-yl)-nicotinamide;

N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[3-(1-methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

2-[(Pyridin-4-ylmethyl)-amino]-N-(3,9,9-trimethyl-2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluoren-6-yl)-nicotinamide;

N-[3,3-Dimethyl-1-(1-Boc-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-{[2-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N-(3-tert-Butyl-isoxazol-5-yl)-2-{[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{[2-(3-morpholin-4-yl-propylamino)-pyrimidin-4-ylmethyl]-amino}-nicotinamide;

2-{[2-(3-Morpholin-4-yl-propylamino)-pyrimidin-4-ylmethyl]-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

2-{[2-(3-Morpholin-4-yl-propylamino)-pyrimidin-4-ylmethyl]-amino}-N-(3-trifluoromethyl-phenyl)-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-({2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-pyrimidin-4-ylmethyl}-amino)-nicotinamide;

20 N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-pyrimidin-4-ylmethyl}-amino)-nicotinamide;

2-{[2-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-N-[3-(1-methyl-piperidin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;

N-(3-tert-Butyl-isoxazol-5-yl)-2-{[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-[3-(1-Boc-azetidin-3-ylmethoxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

30 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-azetidin-3-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

2-[(Pyridin-4-ylmethyl)-amino]-N-(2,2,4-trimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-nicotinamide;

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N- (4-Acetyl-2,2-dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N- (2,2-Dimethyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

5 2-{{2-[(1-Benzhydryl-azetidin-3-yloxy)-pyridin-4-ylmethyl]-amino}-N-(4-tert-butyl-phenyl)-nicotinamide.

N- (4,4-Dimethyl-1-oxo-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N- (4-tert-Butyl-phenyl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

10 N- (3-tert-Butyl-isoxazol-5-yl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

N- (3-trifluoromethylphenyl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

15 2-[(2,3-Dihydro-benzofuran-6-ylmethyl)-amino]-N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

(R) N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

20 (S) N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[4-tert-Butyl-3-(1-methyl-piperidin-4-ylmethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(1-Methyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[4-Pentafluoroethyl-3-(2-piperidin-1-yl-ethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

25 30 N-[4-Trifluoromethyl-3-(2-piperidin-1-yl-ethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

(S) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

45 50 55 60 65 70 75 80 85 90 95 100 105 110 115 120 125 130 135 140 145 150 155 160 165 170 175 180 185 190 195 200 205 210 215 220 225 230 235 240 245 250 255 260 265 270 275 280 285 290 295 300 305 310 315 320 325 330 335 340 345 350 355 360 365 370 375 380 385 390 395 400 405 410 415 420 425 430 435 440 445 450 455 460 465 470 475 480 485 490 495 500 505 510 515 520 525 530 535 540 545 550 555 560 565 570 575 580 585 590 595 600 605 610 615 620 625 630 635 640 645 650 655 660 665 670 675 680 685 690 695 700 705 710 715 720 725 730 735 740 745 750 755 760 765 770 775 780 785 790 795 800 805 810 815 820 825 830 835 840 845 850 855 860 865 870 875 880 885 890 895 900 905 910 915 920 925 930 935 940 945 950 955 960 965 970 975 980 985 990 995 1000

(R) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

(R) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

5 N-(4-tert-Butyl-phenyl)-2-[(2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl)-amino]-nicotinamide; N-(3-Trifluoromethyl-phenyl)-2-[(2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl)-amino]-nicotinamide;

Cu) N-(3-tert-Butyl-isoxazol-5-yl)-2-[(2-(1-methyl-

10 piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino]-nicotinamide was prepared with pyridine and TEA at 90C.

N-[3-(3-Piperidin-1-yl-propyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide ;

15 N-[3-(3-Morpholin-4-yl-propyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide; 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-piperidin-4-yloxy)-5-trifluoromethyl-phenyl]-nicotinamide;

20 N-{4-tert-Butyl-3-[2-(1-Boc-piperidin-4-yl)-ethyl]-phenyl}-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide ;

N-[4-tert-Butyl-3-(1-methyl-azetidin-3-ylmethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

25 N-(3,3-Dimethyl-1,1-dioxo-2,3-dihydro-1H-1λ-benzo[d]isothiazol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[1,1,4,4-Tetramethyl-1,2,3,4-tetrahydro-naphth-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

30 N-{4-[1-Methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-{4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-nicotinamide;

N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N- (3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

N- (2,2-Dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-[ (pyridin-4-ylmethyl)-amino]-nicotinamide;

N- (4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[ (pyridin-4-ylmethyl)-amino]-nicotinamide;

N- (3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{ [2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N- (3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-[ (pyridin-4-ylmethyl)-amino]-nicotinamide;

N- (3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-pyrimidin-4-ylmethyl}-amino)-nicotinamide;

N- (3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N- [3,3-Dimethyl-1-(piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N- (3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;  
2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

N- [3,3-Dimethyl-1-(pyrrolidin-2-ylmethoxy)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(piperazin-1-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;

30 N- (3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{ [2-(2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N- (3,3-dimethyl-2,3-dihydro-1H-indol-6-yl) -2- { [2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino} -nicotinamide;

N- (3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-morpholin-4-yl-propoxy)-pyridin-4-ylmethyl]-amino]-nicotinamide:

N- (4-Pentafluoroethyl-phenyl)-2- [ (pyrimidin-4-ylmethyl)-amino]-nicotinamide;

2-{{2-[(Azetidin-3-yl)oxy]pyridin-4-yl}methyl}amino}-N-(4-tert-butylphenyl)nicotinamide;

N- (2,3,3-Trimethyl-1,1-dioxo-2,3-dihydro-1H-1λ-  
benzo[d]isothiazol-6-yl)-2-[(pyridin-4-ylmethyl)-  
amino]-benzamide;

N- [3, 3-Dimethyl-1,1-dioxo-2-(2-piperidin-1-yl-ethyl)-2,3-dihydro-1H-1λ<sup>4</sup>-benzo[d]isothiazol-6-yl]-2-[(pyridin-ylmethyl)-amino]-nicotinamide; and

N- [2-(2-Dimethylamino-ethyl)-3,3-dimethyl-1,1-dioxo-2,3-dihydro-1H-1λ'-benzo[d]isothiazol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide.

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56. Compound of Claim 1 wherein ring A is selected from dihydropyran, dihydrothienyl, dihydrofuryl, oxo-dihydrofuryl, pyrrolinyl, dihydrothiazolyl, dihydro-oxazolyl, dihydro-isothiazolyl, dihydro-isoxazolyl, imidazolinyl, pyrazolinyl, triazinyl, thienyl, furanyl, pyrrolyl, thiazolyl, oxazolyl, imidazolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl.

57. Compound of Claim 1 wherein R is selected from substituted or unsubstituted, saturated or partially saturated 5-6 membered heterocyclyl, and substituted or unsubstituted saturated or partially saturated fused 9-, 10- or 11-membered heterocyclyl.

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58. Compound of Claim 1 wherein  $R^1$  is selected from

- a) substituted or unsubstituted saturated or partially saturated 5-6 membered heterocyclyl, and
- b) substituted or unsubstituted saturated or partially saturated 9-11 membered fused heterocyclyl.

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59. Compound of Claim 58 wherein A is pyridyl.

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60. Compound of Claim 1 wherein R<sup>1</sup> is selected from non-nitrogen-containing heteroaryl.

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61. Compound of Claim 60 wherein R<sup>1</sup> is selected from pyranyl, furyl, thienyl, benzofuryl, and benzothienyl.

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62. Compound of Claim 1 wherein R<sup>1</sup> is substituted with a substituent selected from -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CONHR<sup>3</sup>, -COR<sup>3</sup>, -NHR<sup>3</sup>, -SO<sub>2</sub>NHR<sup>3</sup>, -NHC(O)OR<sup>3</sup>, -NHC(O)R<sup>3</sup> and optionally substituted 5-6 membered heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl; and wherein R<sup>3</sup> is selected from 5-6 membered heterocyclyl.

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